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DIVISION OF CORPORATIONS

MAY 25 2016

C LEWIS



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 2, 2016

RALPH R. CRABTREE / CRABTREE LAW GROUP PA  
8777 SAN JOSE BLVD BLDG A SUITE 200  
JACKSONVILLE, FL 32217 US

SUBJECT: CRABTREE LAW GROUP, P.A.  
Ref. Number: P11000038401

We have received your document for CRABTREE LAW GROUP, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

You must list the paperwork as articles of merger and a plan of merger. If you are going to use your own forms you must comply with what our forms ask for.

We are enclosing the proper form(s) with instructions for your convenience.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 616A00009059

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Crabtree Law Group, PA

\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Ralph R. Crabtree

\_\_\_\_\_  
Contact Person

Crabtree Law Group, PA

\_\_\_\_\_  
Firm/Company

8777 San Jose Blvd, Bldg. A, Suite 200

\_\_\_\_\_  
Address

Jacksonville, FL 32217

\_\_\_\_\_  
City/State and Zip Code

rrc@crabtreefirm.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ralph R. Crabtree

\_\_\_\_\_  
Name of Contact Person

At ( 904 ) 732-9701

\_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
(Profit Corporations)

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Crabtree Law Group, PA</u>	<u>Florida</u>	<u>P11000038401</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Crabtree &amp; Fallar, PA</u>	<u>Florida</u>	<u>P97000035080</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/31/2015.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/31/2015.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.



(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Crabtree Law Group, P.A.   
Crabtree + Faller, P.A. 

Ralph R. Crabtree  
Ralph R. Crabtree

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## **PLAN OF MERGER**

(Non Subsidiaries)

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The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Crabtree Law Group, PA Florida

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Crabtree + Fallar, PA Florida

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Third:** The terms and conditions of the merger are as follows:

*see attached Merger Agreement.*

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*see attached Merger Agreement*  
(Attach additional sheets if necessary)

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

Merger agreement.

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Agreement of merger dated December 31, 2015, by and between CRABTREE LAW GROUP, PA a Professional Association and CRABTREE & FALLAR, PA, a Professional Association, the two corporations acting by their respective boards of directors and sometimes collectively referred to as the "constituent corporations."

CRABTREE LAW GROUP, PA is a Professional Association organized and existing under the laws of the State of Florida, having been incorporated on April 20, 2011. The principal office of the association in the State of Florida is located at 8777 San Jose Blvd., Bldg. A, Suite 200, Jacksonville, Florida 32217, and its resident agent in charge is Ralph R. Crabtree upon whom legal process against CRABTREE LAW GROUP, PA may be served in the State of Florida. The principal place of business is located at 8777 San Jose Blvd., Bldg. A, Suite 200, Jacksonville, Florida 32217.

CRABTREE & FALLAR, PA is a Professional Association organized and existing under the laws of the State of Florida having been incorporated on April 18, 1997. The principal office of the association in the State of Florida is located at 8777 San Jose Blvd., Bldg. A, Suite 200, Jacksonville, Florida 32217, and its resident agent in charge is R. R. Crabtree, upon whom legal process against CRABTREE & FALLAR, PA may be served in the State of Florida. The principal place of business of CRABTREE & FALLAR, PA is located at 8777 San Jose Blvd., Bldg. A, Suite 200, Jacksonville, Florida 32217.

The respective boards of directors of CRABTREE LAW GROUP, PA and CRABTREE & FALLAR, PA deem it desirable and in the best interests of the corporations and their stockholders that the corporations merge pursuant to the Florida general corporation law.

In consideration of the premises and mutual agreements, provisions and covenants contained, it is agreed by and between the parties that, in accordance with the provisions of the laws of Florida, CRABTREE LAW GROUP, PA and CRABTREE & FALLAR, PA shall be, and they are, as of the merger date (as defined in paragraph 3 of Article I) merged into a single surviving corporation (sometimes called the "surviving corporation"), which shall be and is CRABTREE LAW GROUP, PA, one of the constituent corporations, which shall continue its corporate existence and remain a Florida corporation governed by the laws of that state, all on the terms and conditions set forth.

Article I.

Merger

1. This agreement of merger (sometimes called the "agreement"), shall be submitted for adoption and approval by the shareholders of each of the constituent corporations at separate meetings.

2. Upon the adoption and approval of this agreement by the respective shareholders of the constituent corporations, the facts shall be certified on this agreement and this agreement shall be signed, acknowledged, filed and recorded in the manner required by the Florida general corporation law.

3. The merger of CRABTREE & FALLAR, PA into CRABTREE LAW GROUP, PA shall become effective upon the filing and recording of this agreement, pursuant to the Florida general corporation law, in the office of the Secretary of State of the State of Florida and the offices of the respective recorders of the County of Duval, State of Florida. The date on which the taking of the actions in this paragraph is completed is referred to in this agreement as the "merger date."

Article II.

Name and Continued Corporate Existence of Surviving Corporation

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The corporate name of CRABTREE LAW GROUP, PA, the constituent corporation whose corporate existence is to survive this merger and continue thereafter as the surviving corporation, and its identity, existence, purposes, powers, objects, franchises, rights and immunities shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of CRABTREE & FALLAR, PA shall be wholly merged into CRABTREE LAW GROUP, PA. Accordingly, on the merger date the separate existence of CRABTREE & FALLAR, PA, except insofar as continued by statute, shall cease.

#### Article III.

##### Governing Law

##### Certificate of Incorporation

As stated, the laws of Florida shall govern the surviving corporation. From and after the merger date, the amended certificate of incorporation of CRABTREE LAW GROUP, PA attached as Appendix A and incorporated with the same force and effect as if here set out in full (which Appendix A represents the composite certificate of incorporation of CRABTREE LAW GROUP, PA filed in the office of the Secretary of State of the State of Florida on       [date]      , and all amendments now in force, together with further amendments shall be and become the certificate of incorporation of the surviving corporation. In addition to the powers conferred upon it by law, the surviving corporation shall have the powers set forth in Appendix A and be governed by those provisions. From and after the merger date, and until further amended as provided by law, Appendix A may be certified, separate and apart from this agreement, as the certificate of incorporation of the surviving corporation.

#### Article IV.

##### Bylaws of Surviving Corporation

From and after the merger date the present bylaws of CRABTREE LAW GROUP, PA shall be and become the bylaws of the surviving corporation until they shall be altered, amended or repealed, or until new bylaws shall be adopted, in accordance with the provisions of law, the bylaws and the certificate of incorporation of the surviving corporation.

#### Article V.

##### Directors and Officers

1. The number of directors of the surviving corporation, who shall hold office until their successors have been duly elected and shall have qualified, or as otherwise provided in the certificate of incorporation of the surviving corporation or its bylaws, shall be one until changed by action of the board of directors of the surviving corporation pursuant to its bylaws; and the respective names of the first directors of the surviving corporation are as follows:

Name

Ralph R. Crabtree

2. The first annual meeting of the shareholders of the surviving corporation after the merger date shall be the annual meeting provided by the bylaws of the surviving corporation for the year 01/02/2016.

3. The first officers of the surviving corporation, who shall hold office until their successors have been elected or appointed and shall have qualified, or as otherwise provided in its bylaws, are the officers of CRABTREE LAW GROUP, PA immediately prior to the merger date.

4. If, on or after the merger date, a vacancy shall for any reason exist in the board of directors of the surviving corporation, or in any of the offices, the vacancy shall be filled in the manner provided in the certificate of incorporation of the surviving corporation or in its bylaws.

#### Article VI.

##### Capital Stock of Surviving Corporation

The capitalization of the surviving corporation upon the merger date shall be as set forth in the certificate of incorporation of the surviving corporation.

#### Article VII.

##### Resident Agent

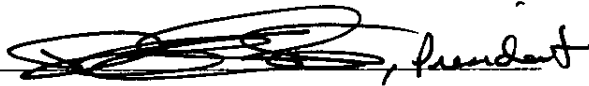
The respective names of the county and the city within the county in which the principal office of the surviving corporation is to be located in the State of Florida, the street and number of the principal office, the name of the registered agent will, as of the merger date, be as set forth in article second of the certificate of incorporation of the surviving corporation.

#### Article VIII.

##### Right to Amend Certificate of Incorporation

The surviving corporation reserves the right to amend, alter, change or repeal its certificate of incorporation in the manner now or later prescribed by statute or otherwise authorized by law; and all rights and powers conferred in the certificate of incorporation on shareholders, directors or officers of the surviving corporation, or any other person, are subject to this reserved power.

In witness, the directors, or a majority of them, of each of the constituent corporations have duly subscribed their names to this agreement under the corporate seal of their respective corporation, all as of the day and year first written above.



Crabtree & Fallar, PA



Crabtree Law Group, PA

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