

OCT 30 2012
T. ROBERTS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 12, 2012

CHESTER H. WALDEN
WALDEN BUSINESS
8395 DUNWOODY PLACE BLDG 5
ATLANTA, GA 30350

SUBJECT: FIRST COAST BUSINESS ADVISORS, INC.
Ref. Number: P12000007286

We have received your document for FIRST COAST BUSINESS ADVISORS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

The current name of the entity is as referenced above. Please correct your document accordingly.

The merger should include 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.

Please attach only one Plan of Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Tina Roberts
Regulatory Specialist II

Letter Number: 412A00025261

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

RECEIVED
12 OCT 27 AM
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Tina Roberts
Regulatory Specialist II



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Division of Corporations

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Walden Businesses
Name of Surviving Corporation

Georgia Corporation

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

Please return all correspondence concerning this matter to following:

Chester H. Walden

Contact Person

Walden Businesses

Firm/Company

8395 Dunwoody Place

Address

Bldg. 5

Atlanta Ga 30350

City/State and Zip Code

CW@waldenbus.com

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

For further information concerning this matter, please call:

Chet Walden

Name of Contact Person

At (678) 277-9951

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 OCT 27 PM 12:17

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)
Walden Businesses, Inc	Atlanta GA	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
First Coast Business Advisors, Inc.	Jacksonville	1200007276

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 9/1/12 (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.)

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 9/1/12.

The Plan of Merger was adopted by the board of directors of the surviving corporation on

9/1/12 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 9/1/12.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

9/1/12 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

Walden

Chester H. Walden

Chester H.

BUSINESS

Walden

FIRST COAST

Daniel Williams

DANIEL WILLIAMS

BUSINESS ADVISORS

PLAN OF MERGER

(Non Subsidiaries)

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

Walden Businesses

Atlanta

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

FIRST Coast

Jacksonville

Business Advisors

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

The two companies
combined to make
one company, Walden.
This was not a stock sale,
but an asset sale.

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:

(Attach additional sheets if necessary)

ATTENTION - 1/1/11

~~WALDEN~~

BUSINESSES, INC.

10/30/12

8395 Dunwoody Place • Building 5 • Atlanta, Georgia 3031
Office: 678-277-9951 • Fax: 678-277-931
www.waldenbus.com • www.waldensmallmarketgroup.com

To Whom it May Concern:

The merger between First Coast
and Walden was completed with
no money exchanged.

First Coast simply was simply
absorbed into Walden.

Cherita H. Walden
President

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:

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: