

P120000046867

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

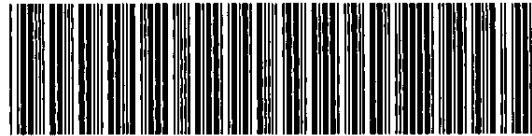
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000234857410

05/11/12--01033--004 **105.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUN -4 PM 4:34

Merger
@ 6/4/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: STACKNIK & AMES, P.A.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

CRAIG L. AMES, ESQUIRE
Contact Person

STACKNIK & AMES, P.A.
Firm/Company

10151 DEERWOOD PARK BLVD, SUITE 200-250
Address

JACKSONVILLE, FL 32256-0589
City/State and Zip Code

craiglames@comcast.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CRAIG L. AMES
Name of Contact Person

At (904) 374-2136
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 15, 2012

CRAIG L. AMES, ESQ.
CRAIG L. AMES, P.A.
10151 DEERWOOD PARK BLVD - STE. 200-250
JACKSONVILLE, FL 32256-0589

SUBJECT: CRAIG L. AMES, P.A.
Ref. Number: P10000047423

We have received your document for CRAIG L. AMES, P.A. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 912A00014315

(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

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

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.)

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 5/26/12

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 5/26/12

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)

Typed or Printed Name of Individual & Title

WESLEY R. STACKNIK, PRINCIPAL

CRAIG L. AMES, PRINCIPAL

CRAIG L. AMES, PRINCIPAL

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>STACKNIK & AMES, P.A.</u>	<u>FLORIDA</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>WESLEY R. STACKNIK, P.A.</u>	<u>FLORIDA</u>
<u>CRAIG L. AMES, P.A.</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

SEE ATTACHED TERMS & CONDITIONS

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 MANNER & BASIS OF CONVERTING SHARES.

(Attach additional sheets if necessary)

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

1. Upon the terms and subject to the conditions set forth in this Plan of Merger, and in accordance with Florida Statutes, at the Effective Time, Wesley R. Stacknik, P.A. and Craig L. Ames, P.A. shall be merged with and into Stacknik & Ames, P.A., and the separate corporate existence of Wesley R. Stacknik, P.A. and Craig L. Ames, P.A. shall thereupon cease. Stacknik & Ames, P.A. shall be the surviving corporation in the Merger (referred to as the "Surviving Corporation"). The Merger shall have the effects specified in the Florida Statutes.
2. At the Effective Time, the separate corporate existence of Wesley R. Stacknik, P.A. and Craig L. Ames, P.A. shall cease and Stacknik & Ames, P.A. shall continue as the surviving corporation of the Merger.
3. The closing of the Merger (the "Closing") will take place at 10:00 a.m., local time, on May 26, 2012. The date and time upon which the Closing occurs is referred to herein as the "Closing Date".
4. Effective Time. Upon the terms and subject to the conditions set forth in this Plan of Merger, as soon as practicable, the parties shall file articles of merger (the "Articles of Merger") with the Secretary of State of the State of Florida in such form as is required by, and executed in accordance with, the relevant provisions of Florida Statutes. The Merger shall become effective at such date and time as the Articles of Merger are duly filed with the Secretary of State of the State of Florida. The date and time at which the Merger becomes effective is referred to in this Agreement as the "Effective Time".
5. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of Florida Statutes.

Fourth: The manner and basis of converting shares are: Wesley R. Stacknik, P.A. has an authorized capitalization of 100 shares of which no shares are issued and outstanding on the date hereof. Craig L. Ames, P.A. has an authorized capitalization of 100 shares of which no shares are issued and outstanding on the date hereof. The respective Boards of Directors of Wesley R. Stacknik, P. A., Craig L. Ames, P.A. and Stacknik & Ames, P.A. have determined that it is advisable that Wesley R. Stacknik, P.A. and Craig L. Ames, P.A. be merged with and into Stacknik & Ames, P.A. with Stacknik & Ames, P.A. as the surviving corporation in the Merger pursuant to this Agreement and applicable law. The surviving corporation has an authorized capitalization of 100 shares of which Wesley R. Stacknik and Craig L. Ames will each own 50 shares.

Articles of Incorporation: The Articles of Incorporation of Stacknik & Ames, P.A. filed with The State of Florida, Department of State on May 18, 2012 will become the Articles of Incorporation of the Surviving Corporation.