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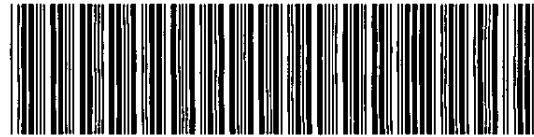
(Business Entity Name)

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RECEIVED
13 NOV -6 AM 10:47
DIVISION OF CORPORATE AFFAIRS

13 NOV -6 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

C. LEWIS
NOV 8 2013
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 874726 5020211

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 70.00

ORDER DATE : November 6, 2013

ORDER TIME : 10:28 AM

ORDER NO. : 874726-005

CUSTOMER NO: 5020211

ARTICLES OF MERGER

BLACKALL ASSOCIATES
INCORPORATED

INTO

BLACKALL ASSOCIATES
INCORPORATED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

13 NOV -6 AM 8:46

SECRETARY OF STATE
ALL AMBASSY CRIM.

Name of Corporation

Typed or Printed Name of Individual & Title

Shirley M. Blackall, President

Shirley M. Blackall, President

Plan of Merger

THIS PLAN OF MERGER made and entered into as of the 1st day of January, 2013, between BLACKALL ASSOCIATES INCORPORATED, a Rhode Island corporation ("BLACKALL RI"), and BLACKALL ASSOCIATES INCORPORATED, a Florida corporation ("BLACKALL FL", and together with BLACKALL RI, sometimes referred to as the "merging corporations").

Recitals:

BLACKALL RI owns all of the 100 issued and outstanding shares of BLACKALL FL's common capital stock, par value \$1.00 per share ("BLACKALL FL Common Stock"). BLACKALL RI has issued and outstanding 100 shares of common capital stock, par value \$1.00 per share ("BLACKALL RI Common Stock"), all of which BLACKALL RI common stock is held by the sole shareholder of BLACKALL RI. BLACKALL RI deems it advisable and generally to the advantage and welfare of the merging corporations that BLACKALL RI merge with and into BLACKALL FL under and pursuant to the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, and Title XXXVI, Chapter 607 of the Florida Statutes.

Agreements:

NOW, THEREFORE, in consideration of the mutual agreements herein set forth and the mutual benefits hereby provided, the parties agree as follows:

1. Merger. BLACKALL RI shall be and hereby is merged into BLACKALL FL as of the Effective Time.

2. Effective Time. This Plan of Merger shall become effective at commencement of business on December 1, 2013 (the time of such effectiveness, the "Effective Time").

3. Surviving Entity. BLACKALL FL shall survive the merger herein contemplated and shall continue to be governed by the laws of the Florida, but the separate corporate existence of BLACKALL RI shall cease forthwith upon the Effective Time.

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SECRETARY OF STATE
BLACKALL ASSOCIATES, INC.

4. Waiver of Mailing of Plan of Merger. To the extent that mailing of the Plan of Merger to the sole shareholder of BLACKALL FL is required by Florida Statutes §607.1103, such requirement is waived by BLACKALL RI as such sole shareholder.

5. Articles of Incorporation. The Articles of Incorporation of BLACKALL FL as in effect prior to the Effective Time shall be the Articles of Incorporation of BLACKALL FL immediately following the Effective Time, and shall be unchanged by virtue of the merger.

6. Bylaws of BLACKALL FL. The Bylaws of BLACKALL FL as in effect prior to the Effective Time shall be the Bylaws of BLACKALL FL immediately following the Effective Time, without amendment by virtue of the merger, unless and until the same be amended in accordance with the provisions thereof.

7. Effect of the Merger. Upon the Effective Time and subsequently, BLACKALL FL shall possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the merging corporations; and all property, real, personal, and mixed, all debts due on whatever account, including subscriptions to shares or other interests, all other choses in action, and all and every other interest of or belonging to or due to each of the merging corporations, is taken and deemed to be transferred to and vested in BLACKALL FL without further act or deed; and the title to any real estate, or any interest in real estate, vested in either merging entity will not revert or be in any way impaired because of the merger. BLACKALL FL shall be subsequently responsible and liable for all the liabilities and obligations of each of the merging corporations; and any claim existing or action or proceeding pending by or against either entity merging hereunder may be prosecuted as if the merger had not taken place, or the surviving corporation may be substituted as the named party thereto. Neither the rights of creditors nor any liens upon the property of any merging entity is impaired by the merger.

8. Further Assurances. If at any time BLACKALL FL shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to BLACKALL FL any right, title, or interest of BLACKALL RI held immediately prior to the Effective Time, BLACKALL RI and its proper officers shall and will execute and deliver all such

acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in BLACKALL FL as shall be necessary to carry out the purposes of this Plan of Merger, and BLACKALL FL and the proper officers thereof are fully authorized to take any and all such action in the name of BLACKALL RI or otherwise.

9. Exchange of BLACKALL FL and BLACKALL RI Common Stock.

Forthwith upon the Effective Time, the BLACKALL FL Common Stock held by BLACKALL RI shall be exchanged for the BLACKALL RI Common Stock held by its sole shareholder (who shall promptly surrender any certificates therefor) and as of the Effective Time, the BLACKALL RI Common Stock so exchanged shall be retired and cease to exist.

10. Book Entries; Tax Free Reorganization. The merger contemplated hereby shall be treated, on the books and records of the constituent corporations, in such manner as, with the advice of the accountants for BLACKALL FL, will be most advantageous to such corporations. The merger is intended to be a tax-free plan of reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

11. Directors and Officers. The officers of BLACKALL FL serving at the Effective Time will continue to be the officers of BLACKALL FL after the Effective Time, without change by virtue of the merger. Any such officers shall hold office from the Effective Time until their successors shall be appointed.

12. Termination. This Plan of Merger may be terminated and abandoned by action of the sole shareholder of BLACKALL RI at any time prior to the Effective Time.

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IN WITNESS WHEREOF, each of the merging corporations, pursuant to
authority duly granted by its Board of Directors, has caused this Plan to be executed by
its authorized officer.

BLACKALL ASSOCIATES INCORPORATED
A Rhode Island corporation

By: Shirley M. Blackall
Shirley M. Blackall, President

BLACKALL ASSOCIATES INCORPORATED
A Florida corporation

By: Shirley M. Blackall
Shirley M. Blackall, President