

P12000101868

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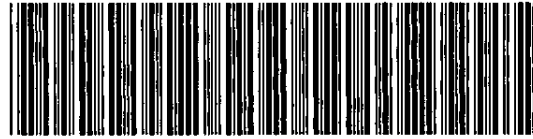
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FITWAYS MANAGEMENT INC.
Name of Surviving Party

Please return all correspondence concerning this matter to:

Sean P. Kelly, Esq.
Contact Person

Kelly & Kelly, LLP
Firm/Company

605 Palm Blvd.
Address

Dunedin, Florida 34698
City, State and Zip Code

dbrown@rmpiconsulting.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sean P. Kelly at (727) 733-0468
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF MERGER

FITWAYS MANAGEMENT INC., A MASSACHUSETTS CORPORATION, INTO FITWAYS MANAGEMENT INC., A FLORIDA CORPORATION

The following Articles of Merger are being submitted in accordance with Section 607.1109, Florida Statutes.

ARTICLE 1 MERGING PARTIES

The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type	Document or Identification Number
Fitways Management Inc. 8 Horseshoe Drive Acton, MA 01720	Massachusetts	Corporation	000997641 Commonwealth of Massachusetts
Fitways Management Inc. 2762 Reserve Court Dunedin, FL 34698	Florida	Corporation	P12000101868 State of Florida

ARTICLE 2 SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction and entity type for the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type	Florida Document Number
Fitways Management Inc. 2762 Reserve Court Dunedin, FL 34698	Florida	Corporation	P12000101868 State of Florida

ARTICLE 3 PLAN OF MERGER

The attached Plan of Merger meets the requirements of Section 607.1108, Florida Statutes. On January 1, 2013, the attached Plan of Merger was adopted and approved by the board of directors and shareholders of each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes, and was adopted and approved by the board of directors and shareholders of each other business entity that is a party to the merger in accordance with the applicable laws of the state, commonwealth, or jurisdiction under which such other business entity is formed, organized, or incorporated.

ARTICLE 4
MERGER IS PERMITTED

The merger is permitted under the laws of the Commonwealth of Massachusetts and under Chapter 607, Florida Statutes, and is not prohibited by the regulations, articles of incorporation, or bylaws of any corporation that is a party to the merger.

ARTICLE 5
EFFECTIVE DATE

The Effective Date of the merger is the date these Articles of Merger are filed with the Florida Department of State.

ARTICLE 6
EXECUTION

These Articles of Merger comply and were executed in accordance with Chapter 607, Florida Statutes.

Dated the 1st day of January, 2013.

FITWAYS MANAGEMENT INC.,
a Massachusetts corporation

By: Carol Ann Brown
Carol Ann Brown,
its President

FITWAYS MANAGEMENT INC.,
a Florida corporation

By: Carol Ann Brown
Carol Ann Brown,
its President

PLAN AND AGREEMENT OF MERGER
MERGING
FITWAYS MANAGEMENT INC., A MASSACHUSETTS CORPORATION,
INTO
FITWAYS MANAGEMENT INC., A FLORIDA CORPORATION

THIS PLAN AND AGREEMENT OF MERGER (this "**Plan**") is adopted January 1, 2013, by FITWAYS MANAGEMENT INC., a Massachusetts corporation (the "**Merging Company**"), and FITWAYS MANAGEMENT INC., a Florida corporation (the "**Survivor**").

BACKGROUND INFORMATION:

The Shareholders and Directors of the Merging Company and the Shareholders and Directors of the Survivor deem it advisable to merge FITWAYS MANAGEMENT INC., a Massachusetts corporation, into FITWAYS MANAGEMENT INC., a Florida corporation, on the terms described in this Plan and in accordance with the laws of the Commonwealth of Massachusetts and the Florida Business Corporation Act (the "**Act**").

MERGING PARTIES

The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type	Document or Identification Number
Fitways Management Inc. 8 Horseshoe Drive Acton, MA 01720	Massachusetts	Corporation	000997641 Commonwealth of Massachusetts
Fitways Management Inc. 2762 Reserve Court Dunedin, FL 34698	Florida	Corporation	P12000101868 State of Florida

SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction and entity type for the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type	Florida Document Number
Fitways Management Inc. 2762 Reserve Court Dunedin, FL 34698	Florida	Corporation	P12000101868 State of Florida

MANAGEMENT OF SURVIVING PARTY

The names and business addresses of the Directors of the Survivor are as follows:

Carol Ann Brown

2762 Reserve Court, Dunedin, FL 34698

OPERATIVE TERMS

1. **Merger.** The Merging Company will be merged into the Survivor. Thus, after the merger, FITWAYS MANAGEMENT INC., a Massachusetts corporation, and FITWAYS MANAGEMENT INC., a Florida corporation, will consist solely of FITWAYS MANAGEMENT INC., a Florida corporation, a single corporation. FITWAYS MANAGEMENT INC., a Florida corporation, will survive and continue after the merger. The separate existence of FITWAYS MANAGEMENT INC., a Massachusetts corporation, will cease on the Effective Date of the Merger. All assets and liabilities of the Merging Company will become automatically, by operation of law, assets and liabilities of the Survivor.

2. **Name of Survivor.** After the merger, the name of the Survivor will remain FITWAYS MANAGEMENT INC.

3. **Articles of Incorporation.** The Articles of Incorporation, Bylaws and other governing documents of the Survivor will continue unchanged after the merger.

4. **Effective Date.** The merger will become effective on the date Articles of Merger are filed with the Florida Department of State (the "**Effective Date**").

5. **Conversion of Shares.** Upon the Effective Date, the shares of each shareholder of the Merging Company, together with any rights of such shareholder to acquire interests in the Merging Company, shall be converted into shares in the Survivor, and rights to acquire interests in the Survivor, in the same proportion that such shares and rights in the Merging Company were held among the shareholders on the Effective Date. On the Effective Date, the shareholders of the Survivor immediately prior to the Effective Date will continue to be all the shareholders of the Survivor.

6. **Further Assurance of Title.** If at any time the Survivor determines or is 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 the Survivor any right, title, or interest of the Merging Company held immediately prior to the Effective Date, the Survivor and its proper directors or officers may sign and deliver all such acknowledgments or assurances in law, or complete or cause to be completed all things necessary or proper to acknowledge or confirm such right, title or interest in the Survivor as may be necessary to carry out the purposes of this Plan, and the Survivor and its proper directors or officers are fully authorized to take any and all such action in the name of the Merging Company or otherwise.

Intending to be bound, the parties sign below:

MERGING COMPANY:

**FITWAYS MANAGEMENT INC.,
a Massachusetts corporation**

By: Carol Ann Brown
Carol Ann Brown,
its President

SURVIVOR:

**FITWAYS MANAGEMENT INC.,
a Florida corporation**

By: Carol Ann Brown
Carol Ann Brown,
its President