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merger/cc
10.1.29.13

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brock Investor Services, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Richard A. Brock

Contact Person

Brock Investor Services, Inc.

Firm/Company

195 Grand Blvd., Suite 102

Address

Destin, Florida 32550

City, State and Zip Code

rabrock@brockreport.com

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

For further information concerning this matter, please call:

John W. Hawkins

Name of Contact Person

at (850) 837-3662

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
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DIVISION OF CORPORATIONS
13 JAN 25 PM 12:54

**ARTICLES/CERTIFICATE OF MERGER
OF
Brock Investor Services, Inc.,
a Wisconsin corporation,
with
Brock Investor Services, Inc.,
a Florida corporation**

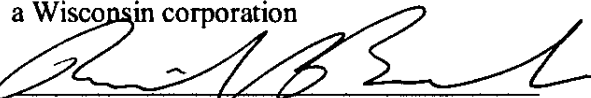
Under § 607.1109 of the Florida Statutes, Brock Investor Services, Inc., a Florida corporation, and Brock Investor Services, Inc., a Wisconsin corporation adopt the following Articles/Certificate of Merger.

1. Brock Investor Services, Inc. is a Wisconsin corporation merging with another business entity pursuant to Florida Statute §607.1108.
2. Brock Investor Services, Inc. is a Florida corporation merging with another business entity pursuant to Florida Statute §607.1108.
3. The Plan of Merger dated December 26, 2012 between Brock Investor Services, Inc., a Wisconsin corporation and Brock Investor Services, Inc., a Florida corporation was adopted and ratified by the sole shareholder of Brock Investor Services, Inc. a Wisconsin corporation with an effective date of December 26, 2012 and by the sole shareholder of Brock Investor Services, Inc., a Florida corporation with an effective date of December 26, 2012.
4. Under the Plan of Merger, all issued and outstanding shares of Brock Investor Services, Inc., a Wisconsin corporation, will be acquired by means of a merger of the corporation with Brock Investor Services, Inc., a Florida corporation, as the surviving corporation.
5. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
6. Pursuant to Florida Statutes §607.1109 the date and time of the effectiveness of the merger shall be on the filing of these Articles/Certificate of Merger with the Department of State of Florida.

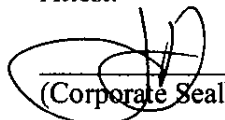
IN WITNESS WHEREOF, the parties here set their hands on January __, 2013.

Brock Investor Services, Inc.,
a Wisconsin corporation

BY:

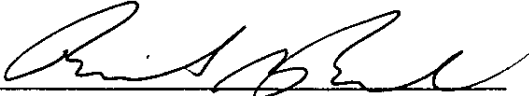

Richard A. Brock, its President

Attest:

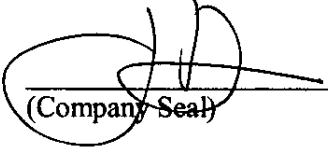

(Corporate Seal)

Brock Investor Services, Inc.
a Florida corporation,

BY:


Richard A. Brock, its President

Attest:


(Company Seal)

PLAN OF MERGER

A merger between Brock Investor Services, Inc., a Florida corporation (the "Surviving Corp.") and Brock Investor Services, Inc., a Wisconsin corporation (the "Disappearing Corp."). This Merger is being effected under this Plan of Merger ("Plan") between a domestic corporation and other business entity in accordance with §607.1108 et seq. of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corp. in effect immediately before the Effective Date of the Merger shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Shareholders of the Corporations.** The sole shareholder of Surviving Corp. is Richard A. Brock. The sole shareholder of the Disappearing Corp. is Richard A. Brock.

On the Effective Date, the shares of the Disappearing Corp. issued and outstanding at that time shall without more be converted into shares of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corp.'s stock.

Upon merger the shares of the Surviving Corp. shall be issued to effect the Plan and conversion of the Disappearing Corp. shareholder's new ownership interest in Surviving Corp. so that the sole shareholder and stock ownership interest in the Surviving Corp. subsequent to the Effective Date shall be in Richard A. Brock.

3. **Satisfaction of Rights of Disappearing Corp.'s Shareholder.** All shares of Surviving Corp.'s stock into which interest of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted investments.

4. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Florida Statute §607.1106.

5. **Supplemental Action.** If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this plan.

6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective duly authorized representatives to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date".

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the corporations which is entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both companies, notwithstanding favorable action by the shareholders of the respective companies.

United States of America
State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

Division of Corporate & Consumer Services



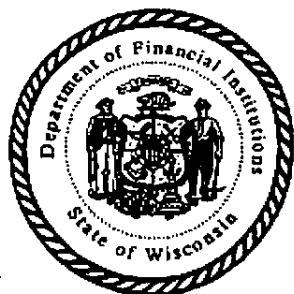
To All to Whom These Presents Shall Come, Greeting:

I, PAUL M. HOLZEM, Administrator of the Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that

BROCK INVESTOR SERVICES, INC.

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is October 14, 1987.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on January 11, 2013.

A handwritten signature in black ink that reads "Paul M. Holzem".

PAUL M. HOLZEM, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DFI/Corp/33

To validate the authenticity of this certificate

Visit this web address: <http://www.wdfi.org/apps/ccs/verify/>

Enter this code: 115851-71ADCB14