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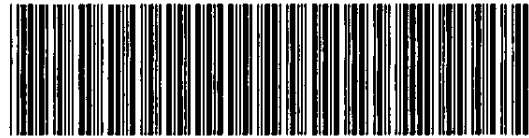
(Business Entity Name)

(Document Number)

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13 FEB 12 AM 11:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
T. LEMIEUX
FEB 13 2013



Dean, Mead & Bovay, P.A.

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Attorneys and Counselors at Law

Orlando
Fort Pierce
Viera
Gainesville

RICHARD WITHERS
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February 8, 2013

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Pearson & Nelson, Inc.

Dear Sir or Madam:

Please find enclosed the following documents in relation to the formation of Pearson & Nelson, Inc., a Florida limited liability company:

1. Cover Letter;
2. Articles of Incorporation for Pearson & Nelson, Inc.; and
3. My law firm's check in the amount of \$70.00 for filing fees for filing the Articles of Incorporation for Pearson & Nelson, Inc.

Once the formation of Pearson & Nelson, Inc., a Florida corporation, is effectuated, please find enclosed the following documents in relation to the merger of Pearson & Nelson, Inc., a Minnesota corporation, into Pearson & Nelson, Inc., a Florida corporation:

1. Cover Letter;
2. Articles of Merger and Agreement and Plan of Merger of Pearson & Nelson, Inc., a Minnesota corporation, with and into Pearson & Nelson, Inc., a Florida Corporation; and
3. A check from Pearson & Nelson, Inc. in the amount of \$78.75 for filing fees in relation to the Merger and a certified copy of the Articles of Merger.

If you have any questions, please feel free to contact me any time.

Very truly yours,

Richard Withers

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Pearson & Nelson, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Brad Gould, Esq.

Contact Person

Dean, Mead, Minton & Zwemer

Firm/Company

1903 S. 25th Street, Suite 200

Address

Fort Pierce, Florida 34947

City/State and Zip Code

Paul.Nelson.1@ndsu.edu

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

For further information concerning this matter, please call:

Brad Gould, Esq.

Name of Contact Person

At (772)

464-7700

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)

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)
<u>Pearson & Nelson, Inc.</u>	<u>Florida</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Pearson & Nelson, Inc.</u>	<u>Minnesota</u>	<u>0480563-6</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 3 / 1 / 13 (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 January 10, 2013.

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 January 10, 2013.

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)

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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Pearson & Nelson, Inc.,

a Florida corporation

Judy C. Pearson, President

Judy C. Pearson, President

Pearson & Nelson, Inc.,

a Minnesota corporation

Judy C. Pearson, President

Judy C. Pearson, President

**AGREEMENT AND PLAN OF MERGER OF
PEARSON & NELSON, INC., A MINNESOTA CORPORATION
WITH AND INTO
PEARSON & NELSON, INC., A FLORIDA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER (the "**Plan of Merger**") is made and entered into this 10th day of January, 2013, by and between PEARSON & NELSON, a Minnesota corporation ("**Pearson & Nelson Minnesota**") and/or the "**Merging Corporation**") and PEARSON & NELSON, a Florida corporation ("**Pearson & Nelson Florida**") and/or the "**Surviving Corporation**").

RECITALS

WHEREAS, the Board of Directors of Pearson & Nelson Minnesota has resolved that the place of organization of Pearson & Nelson Minnesota be changed from Minnesota to Florida and Pearson & Nelson Florida has been formed and stock thereof has been issued in respect of the stock of Pearson & Nelson Florida.

WHEREAS, the Boards of Directors of Pearson & Nelson Minnesota and Pearson & Nelson Florida have resolved that Pearson & Nelson Minnesota be merged pursuant to Section 302A of the Minnesota Statutes and Section 607.1107 of the Florida Statutes, into a single corporation existing under the laws of the State of Florida, to wit, Pearson & Nelson Florida, which shall be the Surviving Corporation.

WHEREAS, the respective Board of Directors of the Merging Corporation and the Surviving Corporation have approved the merger upon the terms and conditions hereinafter set forth and have approved this Plan of Merger.

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree with the following terms and conditions:

1. Recitals. The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. Merger. The Board of Directors of Merging Corporation hereby agrees that on the Effective Date (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation (the "**Merger**").
3. Shareholders' Meetings; Filings; Effects of Merger.

3.1 Pearson & Nelson Minnesota Shareholders' Approval. In accordance with the Business Corporation Act of the State of Minnesota, the Merging Corporation's shareholders

shall consider and vote upon, by written consent in lieu of meeting, among other matters, adoption of this Agreement.

3.2 Pearson & Nelson Florida Shareholders' Approval. In accordance with the Business Corporation Act of the State of Florida, the Surviving Corporation's shareholders shall consider and vote upon, by written consent in lieu of meeting, among other matters, adoption of this Agreement.

3.3 Filing of Articles of Merger. If (a) this Agreement of Merger is adopted by the shareholders of Pearson & Nelson Minnesota in accordance with the Business Corporation Act of the State of Minnesota, (b) this Agreement of Merger is adopted by Pearson & Nelson Florida in accordance with the Business Corporation Act of the State of Florida, and (c) this Agreement of Merger is not thereafter and has not theretofore been terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the Business Corporation Act of the State of Minnesota, and Articles of Merger shall be filed and recorded in accordance with the Business Corporation Act of the State of Florida. Such filings shall be effective as of the Effective Date (as hereinafter defined).

3.4 Certain Effects of Merger. On the Effective Date, the separate existence of the Merging Corporation shall cease and the Merging Corporation shall be merged with and into the Surviving Corporation which, as the surviving entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and shall be subject to all restrictions, disabilities and duties of the Merging Corporation and all and singular, the rights, privileges, powers and franchises of the Merging Corporation, and all property, real, personal and mixed, and all debts due to the Merging Corporation on whatever account, and all other things in action or belonging to the Merging Corporation, shall be vested in the Surviving Corporation, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any real estate vested by deed or otherwise under the laws of Florida or any other jurisdiction in the Merging Corporation shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Date, the officers of the Surviving Corporation may, in the name of the Merging Corporation, execute and deliver all such properties, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of the Merging Corporation's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Entity; Articles of Incorporation.

4.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be PEARSON & NELSON, INC., a Florida corporation.

4.2 Articles of Incorporation. The Articles of Incorporation of Pearson & Nelson Florida, as in effect on the Effective Date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

4.3 Bylaws. The Bylaws of Pearson & Nelson Florida, as in effect on the Effective Date hereof, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Entity until changed or amended, in accordance with the terms thereof.

5. Status and Conversion of Stock Securities. The manner and basis of converting the shares of capital stock of the Merging Corporation into shares of capital stock of the Surviving Corporation which the shareholders of the Surviving Corporation are to receive in exchange for such shares are as follows:

5.1 Pearson & Nelson Minnesota Common Stock. Each one (1) share of the Merging Corporation's common stock issued and outstanding immediately before the Effective Date, without any action on the part of the holder thereof, shall be extinguished.

5.2 Pearson & Nelson Florida Common Stock. Each one (1) share of the Surviving Corporation's common stock issued and outstanding immediately before the Effective Date, without any action on the part of the holder thereof, shall remain issued and outstanding and shall be unaffected by the Merger.

6. Miscellaneous.

6.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the directors of the Merging Corporation or the directors of the Surviving Corporation, if the directors of the Merging Corporation or the directors of the Surviving Corporation duly adopt a resolution abandoning this Agreement and Plan of Merger.

6.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

6.3 Effective Date. The Merger shall become effective as of the 1st day of March, 2013, which date and time are herein referred to as the "**Effective Date.**"

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

"MERGING CORPORATION"

PEARSON & NELSON, INC., a Minnesota corporation

M. Espinosa

Print Name: Marcos R Espinosa

W. Parker

Print Name: W. Parker
(Two witnesses as to Merging Corporation)

By: Judy C. Pearson

Judy C. Pearson, President

"SURVIVING CORPORATION"

PEARSON & NELSON, INC., a Florida corporation

M. Espinosa

Print Name: Marcos R Espinosa

W. Parker

Print Name: W. Parker
(Two witnesses as to Surviving Corporation)

By: Judy C. Pearson

Judy C. Pearson, President