

P130000047936

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

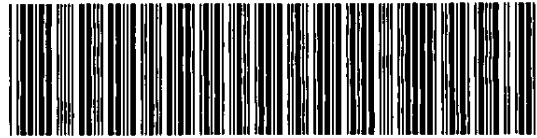
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300248172793

RECEIVED
DEPARTMENT OF STATE
13 JUL -2 PM 12:29

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
13 JUL -2 PM 2:20

JUL -2 2013

T. BROWN

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 07/02/13

NAME: THE ANN O'BRIANT AGENCY INCORPORATED

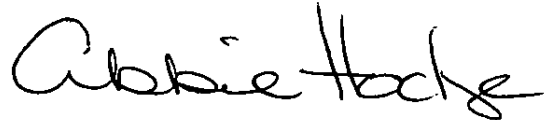
TYPE OF FILING: MERGER

COST: 70.00 + 8.75 + 8.75

RETURN: GOOD STANDING AND CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

13 JUL -2 PM 2:20

ARTICLES OF MERGER
OF

ANNE O'BRIANT AGENCY, INC.
(a Texas corporation)

WITH AND INTO

THE ANNE O'BRIANT AGENCY INCORPORATED
(a Florida corporation)

Pursuant to the provisions of Chapter 607 of the Florida Statutes, Anne O'Briant Agency, Inc., a Texas corporation (the "Disappearing Entity") and The Anne O'Briant Agency Incorporated, a Florida corporation (the "Surviving Entity"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated effective as of July 1, 2013, between the Surviving Entity and the Disappearing Entity, setting forth the plan for the merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

2. **Effective Time.** The merger of the Disappearing Entity with and into the Surviving Entity in accordance with the Plan of Merger is to become effective immediately upon the filing of these Articles of Merger (the "Effective Time").

3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by the sole shareholder of the Disappearing Entity by written consent effective on July 1, 2013, and approved by the sole shareholder of the Surviving Entity by written consent effective on July 1, 2013. The Plan of Merger has been approved in accordance with the applicable provisions of Chapters 607, Florida Statutes.

4. **Articles.** The Articles of Incorporation of the Surviving Entity shall be amended; changing the name of the Surviving Entity to Anne O'Briant Agency, Inc. and filed with the Florida Department of State on the Effective and the amendment to the Articles of Incorporation of the Surviving Entity together with the Articles of Incorporation of the Surviving Entity (collectively, the "Articles"), shall be the Articles of Surviving Entity after the Effective Time.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed effective as of the Effective Time.

SURVIVING ENTITY:

THE ANNE O'BRIANT AGENCY
INCORPORATED, a Florida corporation

By: Anne O'Briant, Pres.
Anne O'Briant, President

DISAPPEARING ENTITY:

ANNE O'BRIANT AGENCY, INC., a Texas
corporation

By: Anne O'Briant, Pres.
Anne O'Briant, President

EXHIBIT A

PLAN OF MERGER

[See attached]

PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") dated effective as of July 1, 2013 is by and between Anne O'Briant Agency, Inc., a Texas corporation (the "Disappearing Entity") and The Anne O'Briant Agency Incorporated, a Florida corporation (the "Surviving Entity").

BACKGROUND

WHEREAS, the sole shareholder of the Disappearing Entity and the sole shareholder of the Surviving Entity have determined that the transactions described in this Agreement are in the best interests of the parties and have approved the transactions described in this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the Texas Business Organization Code and the Florida Business Corporations Act, at the Effective Time (as defined below), the Disappearing Entity shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are referred to collectively as (the "Constituent Entities").

2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger (the "Effective Time").

3. The Articles of Incorporation of the Surviving Entity shall be amended, changing the name of the Surviving Entity to Anne O'Briant Agency, Inc. and filed with the Florida Department of State on the Effective Date and the amendment to the Articles of Incorporation of the Surviving Entity together with the Articles of Incorporation of the Surviving Entity (collectively, the "Articles"), shall be the Articles of Surviving Entity after the Effective Time.

4. At the Effective Time, by virtue of the merger and without any action on the part of the holders thereof, the stock shares of the Disappearing Entity shall be converted as follows:

Because the sole shareholder of the Disappearing Entity is also the sole shareholder of the Surviving Entity, the stock shares of the Disappearing Entity immediately prior to the Effective Time will be automatically cancelled and the Surviving Entity will not issue stock shares on the consummation of the merger contemplated by this Agreement.

5. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

6. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the day and year first above written.

SURVIVING ENTITY:

THE ANNE O'BRIANT AGENCY
INCORPORATED, a Florida corporation

By Anne O'Briant, Pres.
Anne O'Briant, President

DISAPPEARING ENTITY:

ANNE O'BRIANT AGENCY, INC., a Texas
corporation

By Anne O'Briant, Pres.
Anne O'Briant, President