

P13000050586

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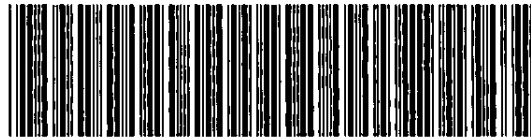
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305 448-3900 • Facsimile: 305 446-9226

Charles P. Sacher
Gregory T. Martin
Charles S. Sacher

Melissa R. Smith
Natalie Escudero

December 23, 2013

Via Federal Express Tracking Number: 8027 0330 7430

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

Re: SEF & Associates Inc., a Florida corporation
SEF & Associates, Inc., a California corporation
Our File No. 5517

Dear Sir/Madam:

On behalf of the above-referenced corporations, I enclose herewith one (1) original and two (2) copies of the fully executed Articles of Merger for the merger of such corporations.

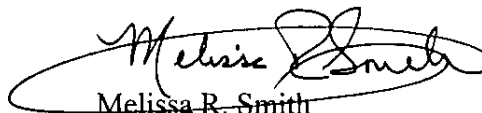
Additionally, enclosed please find a check in the amount of \$87.50 for the following fees:

Filing Fee (\$35.00 x 2 entities)	\$ 70.00
<u>Certified Copy Fee (\$8.75 x 2)</u>	<u>\$ 17.50</u>
TOTAL FEE	\$ 87.50

Please cause the original copy of the Articles of Merger to be filed among the corporate records of the State of Florida. Please return two (2) certified copies to the undersigned using the enclosed Federal Express envelope.

Thank you for your attention to this matter.

Sincerely,



Melissa R. Smith

CSS/mrs
Enclosures
cc: Mr. Steven E. Fortner (via email only)

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger") is entered into as of December 11, 2013, between SEF & ASSOCIATES INC., a Florida corporation, having its principal place of business at 16850 Collins Avenue, 112-200, Sunny Isles, Florida (hereinafter called "SEF Florida") and SEF & ASSOCIATES, INC., a California corporation having its principal place of business at 16850 Collins Avenue, 112-200, Sunny Isles, Florida (hereinafter called "SEF California").

RECITALS :

WHEREAS, the sole Shareholder of SEF Florida has determined that it is advisable and in the best interests of SEF Florida and its Shareholder that SEF Florida be merged with SEF California on the terms, and subject to the conditions, set forth herein; and

WHEREAS, the sole Shareholder of SEF California has determined that it is advisable and in the best interests of SEF California and its Shareholder that SEF California be merged with and into SEF Florida on the terms, and subject to the conditions, set forth herein.

ARTICLE I THE MERGER

On the Effective Date (as defined in Article V hereof), SEF California shall be merged with and into SEF Florida in accordance with Chapter 607 of the Florida Statutes, and the separate existence of SEF California shall cease and SEF Florida, which shall hereinafter be known as SEF & ASSOCIATES INC., shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II SURVIVING CORPORATION

(A) On the Effective Date, the By-Laws of SEF Florida, as in effect immediately prior to the Effective Date, shall be the By-Laws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Florida Statutes and in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation.

(B) On the Effective Date, the Articles of Incorporation of SEF Florida, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Florida Statutes.

(C) On the Effective Date, the Directors of SEF Florida shall be the Directors of the Surviving Corporation until their successors are elected and qualified.

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ARTICLE III
EFFECT OF MERGER

On the Effective Date, all respective property, rights, privileges, powers and franchises of SEF Florida and SEF California shall vest in the Surviving Corporation and all respective liabilities and obligations of SEF Florida and SEF California shall become liabilities and obligations of the Surviving Corporation.

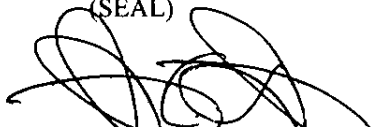
ARTICLE IV
CONVERSION OF STOCK

On the Effective Date, the Shares of Stock held by the sole Shareholder of SEF California shall be converted into Shares of Stock in the Surviving Corporation. The sole Shareholder of the Surviving Corporation shall have Stock in the Surviving Corporation equal to the total of the value of such Shareholder's Shares of Stock in SEF Florida and the value of such Shareholder's Shares of Stock in SEF California.

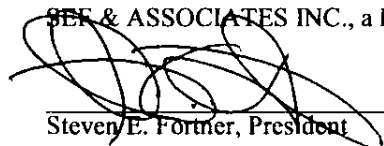
ARTICLE V
EFFECTIVE DATE

As used in this Plan of Merger, the term "Effective Date" shall mean January 1, 2014.

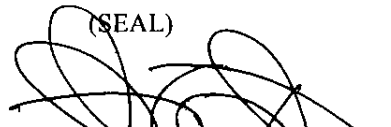
IN WITNESS WHEREOF, each party hereto has caused this Plan of Merger to be executed on its behalf as of the date first above written.

(SEAL)


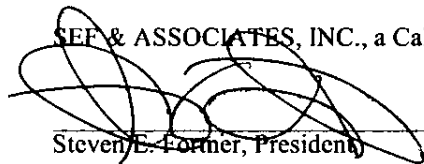
Steven E. Fortner, Secretary

SEF & ASSOCIATES INC., a Florida corporation


Steven E. Fortner, President

(SEAL)


Steven E. Fortner, Secretary

SEF & ASSOCIATES, INC., a California corporation


Steven E. Fortner, President

ARTICLES OF MERGER
OF
SEF & ASSOCIATES INC.
AND
SEF & ASSOCIATES, INC.

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These Articles of Merger are submitted to merge the following entities in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

ARTICLE I
NAME AND JURISDICTION OF EACH MERGING CORPORATION

The name, jurisdiction and entity type of each merging entity is as follows:

Name	Jurisdiction	Entity Type	Document Number
SEF & Associates Inc.	Florida	Corporation	P13000050586
SEF & Associates, Inc.	California	Corporation	C1903309

ARTICLE II
NAME OF SURVIVING CORPORATION

The name of the surviving corporation is SEF & ASSOCIATES INC., Document Number P13000050586, and its jurisdiction is Florida.

ARTICLE III
PLAN OF MERGER

The attached Plan of Merger was approved by each entity that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

ARTICLE IV
EFFECTIVE DATE OF MERGER

The merger shall become effective on January 1, 2014.

ARTICLE V
ADOPTION OF MERGER

____1. The Plan of Merger was adopted by written consent of the sole Shareholder of SEF

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& Associates Inc. on December 11, 2013.

2. The Plan of Merger was adopted by written consent of the sole Shareholder of SEF & Associates, Inc. on December 11, 2013.

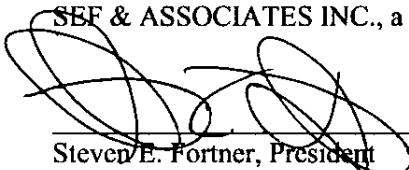
DATED this 11th day of December, 2013.

(SEAL)



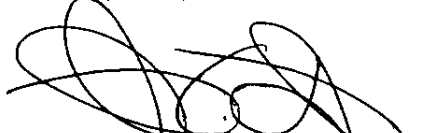
Steven E. Fortner, Secretary

SEF & ASSOCIATES INC., a Florida corporation



Steven E. Fortner, President

(SEAL)



Steven E. Fortner, Secretary

SEF & ASSOCIATES, INC., a California corporation



Steven E. Fortner, President

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