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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
SEP 23 2013
EXAMINER

FERGESON SKIPPER
SHAW KEYSER BARON & TIRABASSI
ATTORNEYS AT LAW

RICHARD R. GANS, ESQ.

rgans@fergesonskipper.com

Board Certified Wills, Trusts and Estates Lawyer
Fellow, American College of Trust and Estate Counsel

September 11, 2013

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

Re: Spencerhill Associates, Inc.
File No. 14042/26551

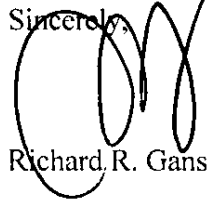
Dear Sir or Madam:

Enclosed please find an original and copy of the Articles of Merger of Spencerhill Associates, Ltd., a New York corporation, into Spencerhill Associates, Inc., a Florida corporation. A check in the amount of \$70.00 is **enclosed** to cover the filing fee.

Please time-stamp the copy of the Articles of Merger and return it to us in the **enclosed** envelope.

If you have any questions, please contact us.

Sincerely,



Richard R. Gans

RRG/jlg

Enclosures

cc: Ms. Karen L. Solem (via email)
Carmi Rapport, Esq. (via email)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

SPENCERHILL ASSOCIATES, LTD.,
a New York corporation,

INTO

SPENCERHILL ASSOCIATES, INC.,
a Florida corporation

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Pursuant to Section 607.1109 of the Florida Statutes, the undersigned corporations, SPENCERHILL ASSOCIATES, LTD., a New York corporation, and SPENCERHILL ASSOCIATES, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging SPENCERHILL ASSOCIATES, LTD., into SPENCERHILL ASSOCIATES, INC.:

1. Plan of Merger. The Plan of Merger setting forth the terms and conditions of the merger of SPENCERHILL ASSOCIATES, LTD., into SPENCERHILL ASSOCIATES, INC., is attached to these Articles as an *Exhibit* and is hereby incorporated herein by this reference.

2. Adoption of Plan by Spencerhill Associates, Ltd. The Plan of Merger was unanimously approved in writing by the sole shareholder of SPENCERHILL ASSOCIATES, LTD., in lieu of special meetings for that purpose, such writing dated as of August 28, 2013. Such shareholder approval was obtained after the Plan of Merger had been recommended for approval to the shareholder by the unanimous written consent of the Board of Directors dated August 28, 2013, in lieu of a special meeting.

3. Adoption of Plan by Spencerhill Associates, Inc. The Plan of Merger was approved in writing by the director and shareholder of SPENCERHILL ASSOCIATES, INC., in lieu of

special meetings for that purpose, such writing dated as of August 28, 2013.

4. Effective Date. The Plan of Merger is effective upon the filing of these Articles of Merger with the Florida Department of State and with the New York Department of State.

5. Foreign Law. The laws of the State of New York, the jurisdiction of organization of SPENCERHILL ASSOCIATES, LTD., permit the merger contemplated by the Plan of Merger, and the laws of the State of New York on fulfillment of all filing and recording requirements set forth by the applicable laws of the State of New York will have been complied with.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of August 28, 2013.

SPENCERHILL ASSOCIATES, LTD.,
a New York corporation

By: Karen L. Solem
KAREN L. SOLEM
Its: President

SPENCERHILL ASSOCIATES, INC.
a Florida corporation

By: Karen L. Solem
KAREN L. SOLEM
Its: President

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EXHIBIT

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PLAN OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This agreement is made between SPENCERHILL ASSOCIATES, INC., a Florida corporation, and SPENCERHILL ASSOCIATES, LTD., a New York corporation, the corporations being sometimes hereafter collectively referred to as the "Constituent Corporations."

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable that SPENCERHILL ASSOCIATES, LTD., a New York Corporation (the "Disappearing Corporation"), be merged with and into SPENCERHILL ASSOCIATES, INC., a Florida corporation (the "Surviving Corporation"), and desire to merge the two corporations under the laws of the State of Florida and under the laws of the State of New York, as applicable, in the manner provided therefore pursuant to those laws;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

1. Agreement to Merge. The Constituent Corporations hereby agree that the Disappearing Corporation shall be merged into the Surviving Corporation.
2. Name of Merged Corporation. The name of the Surviving Corporation shall be "SPENCERHILL ASSOCIATES, INC."
3. Place of Office of Surviving Corporation. The place in Florida where the principal office of the Surviving Corporation is to be located is 8121 Collingwood Court, University Park, Florida 34201.
4. Purposes of Surviving Corporation. The purposes of the Surviving Corporation are to engage in any lawful act or activity for which corporations may be formed under the Florida Business Corporation Act.
5. Authorized Shares of Corporations. The present number of shares which the Disappearing Corporation is authorized to issue 200 shares of no par value voting common stock, of which 100 shares are now issued and outstanding. The present number of shares which the

Surviving Corporation is authorized to issue is 7,500 shares of \$1.00 par voting common stock of which 100 shares are now issued and outstanding.

6. Directors. The present director of the Surviving Corporation shall continue as such until her successors are duly elected or designated after the effective date of the merger.

7. Name and Residence of Agent of Corporation. KAREN L. SOLEM, whose mailing address is 8121 Collingwood Court, University Park, Florida 34201, shall be, and is hereby, appointed as the agent on whom process, tax notices, and demands against the Surviving Corporation or either of the Constituent Corporations may be served.

8. Mode of Effecting Merger. All outstanding shares of SPENCERHILL ASSOCIATES, LTD., a New York corporation, shall be cancelled as of the Effective Date defined below.

9. Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interests. The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the Effective Date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the Surviving Corporation. All debts, liabilities and duties of the Disappearing Corporation shall become those of the Surviving Corporation.

10. Articles of Incorporation. The Articles of Incorporation of the SPENCERHILL ASSOCIATES, INC., shall be the articles of the Surviving Corporation, until amended as provided by law.

11. Bylaws. The Bylaws of SPENCERHILL ASSOCIATES, INC., shall be the Bylaws of the Surviving Corporation, until amended as provided by law.

12. Effective Date of Plan. This Plan of Merger shall become effective when this Plan, or other such other appropriate certificate, has been filed with the Florida Department of State in the manner provided by law (the "Effective Date").

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TALLAHASSEE, FLORIDA

13. Directors' Right to Abandon Merger. The Boards of Directors of each of the Constituent Corporations have the power of its discretion to abandon the merger provided herein prior to the filing of this agreement provided such Corporation has such power under the law applicable to it prior to the effective date.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Boards of Directors and shareholders of the Constituent Corporations, on the date indicated below.

SPENCERHILL ASSOCIATES, INC.
a Florida corporation

By: Karen L. Sole
KAREN L. SOLEM
Its: President

Dated as of August 28, 2013

By: Karen L. Sole
KAREN L. SOLEM
Its: Secretary

Dated as of August 28, 2013

(CORPORATE SEAL)

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SPENCERHILL ASSOCIATES, LTD.
a New York corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: Karen L. Solem
KAREN L. SOLEM
Its: President

Dated as of August 28, 2013

By: Karen L. Solem
KAREN L. SOLEM
Its: Secretary

Dated as of August 28, 2013

(CORPORATE SEAL)

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CERTIFICATE

I, KAREN L. SOLEM, in my capacities as President and Secretary of SPENCERHILL ASSOCIATES, INC., a Florida corporation, do hereby certify:

1. That, pursuant to the provisions of Florida Statutes Chapter 607, the sole Director of SPENCERHILL ASSOCIATES, INC., a Florida corporation, consented in writing as of August 28, 2013, to the adoption of the foregoing Plan of Merger.

2. That, pursuant to the provisions of Florida Statutes Chapter 607, the sole shareholder of SPENCERHILL ASSOCIATES, INC., a Florida corporation, consented in writing as of August 28, 2013, to the adoption of the foregoing Plan of Merger and authorized the President and Secretary of said corporation to execute the agreement on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands as of August 28, 2013.

SPENCERHILL ASSOCIATES, INC.
a Florida corporation

By: Karen L. Solem
KAREN L. SOLEM
Its: President

By: Karen L. Solem
KAREN L. SOLEM
Its: Secretary

(CORPORATE SEAL)

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