

P13000101226

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MERGER OR SHARE EXCHANGE

Stone Lockett, P.A.

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ARTICLES OF MERGER

Pursuant to the provisions of the Florida Statutes, the undersigned organizations adopt the following Articles of Merger:

1. In the manner prescribed by Section 607 and 608 of the Florida Statutes, the following Plan of Merger was approved by the written consent of the shareholders and directors of the surviving corporation, Stone Lockett, P.A., a Florida professional corporation, whose address is 1540 The Greens Way, Jacksonville Beach, FL 32250, and whose Florida document/registration number is P13000101226 (hereinafter referred to as the "Surviving Corporation"), and by the written consent of (i) the shareholders and directors of Law Offices of Stone & Associates, P.A., a Florida professional corporation, whose address is 1830 Atlantic Blvd., Jacksonville, FL 32207, and whose Florida document/registration number is P99000105742 and (ii) all the members including the managing member of L. Lee Lockett, L.L.C., a Florida limited liability company, whose address is 1540 The Greens Way, Jacksonville Beach, FL 32250, and whose Florida document/registration number is L07000060429 (hereinafter referred to collectively as the "Absorbed Entities").

PLAN OF MERGER

Section One. Merger. Law Offices of Stone & Associates, P.A., a Florida professional corporation, and L. Lee Lockett, L.L.C., a Florida limited liability company (sometimes the "Absorbed Entities"), shall merge with and into Stone Lockett, P.A., a Florida professional corporation (sometimes the "Surviving Corporation"), whose address is 1540 The Greens Way, Jacksonville Beach, Florida 32250.

Section Two. Terms and Conditions. On the effective date of the merger, the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the Absorbed Entities, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entities then owing as of such date with respect to the Absorbed Entities, and neither the rights of creditors nor any liens on the property of the Absorbed Entities shall be impaired by the merger.

Section Three. Effective Date of Merger. The effective date of this merger shall be the 1st date of January, 2014.

Section Four: Conversion of Interests. The manner and basis of converting the interests of the Absorbed Entities into interests in the Surviving Corporation are as follows:

Since the sole shareholder of Law Offices of Stone & Associates, P.A. currently owns fifty percent of all the issued and outstanding capital stock of the Surviving Corporation, and since the sole member of L. Lee Lockett, L.L.C. owns the other fifty percent of all the issued and outstanding capital stock of the Surviving Corporation, and since the value of each of the Absorbed Entities are the same, no additional capital stock of the Surviving Corporation shall be issued.

Section Five: Changes in Articles of Incorporation and By-laws. The Articles of Incorporation and the By-laws of the Surviving Corporation shall continue to be its Articles of Incorporation and By-laws, respectively, following the effective date of the merger.

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Section Six. Approval by the Surviving Corporation and Absorbed Entities: This Plan of Merger has been approved by the written consent of all the directors and shareholders of the Surviving Corporation, dated effective January 1, 2014; by the written consent of all the directors and shareholders of the Law Offices of Stone & Associates, P.A. dated effective January 1, 2014, and by the written consent of all the members, including the managing member, of L. Lee Lockett, L.L.C., dated effective January 1, 2014.

2. The Plan of Merger meets the requirements of Sections 607 and 608 of the Florida Statutes, and has been approved by each corporation and limited liability company being a party to the merger in accordance with the applicable of the provisions of Sections 607 and 608 of the Florida Statutes.

3. An electronic copy of a signed original of this document shall be deemed an original.

The undersigned Stone Lockett, P.A., Law Offices of Stone & Associates, P.A. and L. Lee Lockett, L.L.C have caused this Articles of Merger of Law Offices of Stone & Associates, P.A. and L. Lee Lockett, L.L.C. to merge into Stone Lockett, P.A., duly executed effective January 1, 2014.

Stone Lockett, P.A.
a Florida professional corporation

By: 

Mitchell A. Stone, President

"Surviving Corporation"

Law Offices of Stone & Associates, P.A.
a Florida professional corporation

By: 

Mitchell A. Stone, President

L. Lee Lockett, L.L.C.,
a Florida limited liability company

By: 

L. Lee Lockett, managing member

"Absorbed Entities"

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