

P14000089785

(Requestor's Name)

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(City/State/Zip/Phone #)

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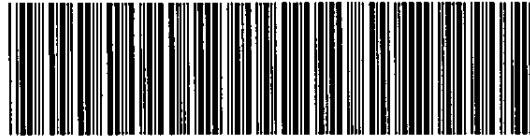
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

AJR
12/15/14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DLS Management and Consulting, 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:

Jamie Greusel

Contact Person

Law Office of Jamie Greusel

Firm/Company

1104 N. Collier Blvd

Address

Marco Island, FL 34145

City/State and Zip Code

jbg@jbglaw.net

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

For further information concerning this matter, please call:

Russell Sharbaugh

Name of Contact Person

At (239-394)8111

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

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:

Name: DLS MANAGEMENT AND CONSULTING, INC.
Jurisdiction: Florida
Document No.: P14000089785

SECOND: The name and jurisdiction of each merging corporation:

Name: DLS MANAGEMENT AND CONSULTING, INC.
Jurisdiction: California
Document No.: C3186278

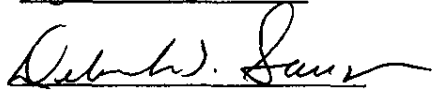
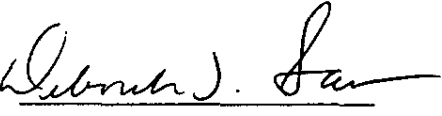
THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Merger by surviving corporation: The Plan of Merger was adopted by the shareholders of the surviving corporation on November 4, 2014.

SIXTH: Adoption of Merger by the merging corporation: The Plan of Merger was adopted by the shareholders of the merging corporation on DECEMBER 8 2014.

SEVENTH: SIGNATURES FOR EACH CORPORATION:

| <u>Name of Corporation</u> | <u>Signature of Officer</u> | <u>Printed Name of Individual and title</u> |
|--|---|---|
| DLS Management and Consulting, Inc. a FL Corporation |  | Deborah Sawyer President |
| DLS Management and Consulting, Inc. a CA Corporation |  | Deborah Sawyer President |

PLAN OF MERGER
DLS MANAGEMENT AND COUNSULTING, INC.

This Plan of merger dated 12-8, 2014, is between DLS MANAGEMENT AND CONSULTING, INC., a Florida Corporation, hereinafter referred to as the "surviving corporation," and DLS MANAGEMENT AND CONSULTING, INC., a California Corporation, hereinafter referred to as the "absorbed corporation."

WHEREAS, DLS MANAGEMENT AND CONSULTING, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1368 Azalea Drive, St George Island, Florida and

WHEREAS, DLS MANAGEMENT AND CONSULTING, INC., a California Cororation has a capitalization of TWO THOUSAND (2000) authorized shares of common ONE DOLLAR (\$1.00) common stock, of which ONE THOUSAND (1000) shares are issued and outstanding.

WHEREAS, DLS MANAGEMENT AND CONSULTING, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 1368 Azalea Drive, St George Island, FL 32328; and

WHEREAS, DLS MANAGEMENT AND CONSULTING, INC., a FLORIDA CORPORATION has a capitalization of ONE THOUSAND (1000) authorized shares of common ONE DOLLAR (\$1.00) common stock, of which ONE THOUSAND (1000) shares are issued and outstanding; and

WHEREAS, The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that DLS MANAGEMENT AND CONSULTING INC., A CALIFORNIA CORPORATION be merged into DLS MANAGEMENT AND CONSULTING, INC., A FLORIDA CORPORATION pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business CORPORATION Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** DLS CONSULTING, INC., A CALIFORNIA CORPORATION shall merge with and into DLS CONSULTING, INC., A FLORIDA CORPORATION, which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the

rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, [rights, obligations, and other securities] of the surviving corporation is as follows:

(a) Each share of the \$1.00 common stock of DLS MANAGEMENT AND CONSULTING, INC., A CALIFORNIA CORPORATION issued and outstanding on the effective date of the merger shall be converted into one share of the \$1.00 common stock of DLS MANAGEMENT AND CONSULTING, INC., A FLORIDA CORPORATION which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends

payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. **Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of California at meetings to be held on or before 12-8, 2014, or at such other time as to which the boards of directors of the constituent corporations may agree.

8. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

9. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

[Corporate Seal]

DLS MANAGEMENT AND
CONSULTING, INC., A
CALIFORNIA CORPORATION

By Richard D. Sweeney
President

Attest:

Richard Sweeney
Secretary

[Corporate Seal]

DLS MANAGEMENT AND
CONSULTING, INC., A
FLORIDA CORPORATION

By Richard D. Sweeney
President

Attest:

Richard Sweeney
Secretary