

P14000101322

(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



400267703274

12/30/14--01044--003 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC 30 PM 1:52

C.L.
1-6-15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE DILISI GROUP, 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:

HEIDI S. WEBB

Contact Person

LAW OFFICE OF HEIDI WEBB

Firm/Company

140 SOUTH BEACH STREET STE 310

Address

DAYTONA BEACH FL 32114

City/State and Zip Code

HEIDISUEWEBB@YAHOO.COM

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

For further information concerning this matter, please call:

HEIDI WEBB

Name of Contact Person

At (386)

257-3332

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
(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 DEC 30 PM 1:52

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>THE DILISI GROUP, INC.</u>	<u>Florida</u>	<u>P14000101322</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>THE DILISI GROUP, INC</u>	<u>Colorado</u>	<u>20031045532</u>

Third: The Plan of Merger is attached.

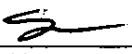
Fourth: The merger shall become effective on 12/30/2014.

Fifth: Adoption of Merger by surviving corporation -
The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/29/2014.

Sixth: Adoption of Merger by merging corporation
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/29/2014

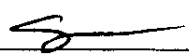
Seventh: SIGNATURES FOR EACH CORPORATION

THE DILISI GROUP, INC.:

 12/29/2014

By Shannon DiLisi, President

THE DILISI GROUP, INC.:

 12/29/2014

By Shannon DiLisi, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 DEC 30 PM 1:52

Merger Plan/Agreement

THIS MERGER PLAN/AGREEMENT ("Agreement") is made on December 29, 2014 by and between THE DILISI GROUP, INC., 1630A 30th Street #443, Boulder, Colorado 80301, (the "DiLisi Colorado"), and THE DILISI GROUP, INC. of 140 South Beach Street Suite 310, Daytona Beach, Florida 32114, (the "DiLisi Florida").

On completion of the merger, DiLisi Colorado will be dissolved leaving DiLisi Florida as the surviving business which will be known as THE DILISI GROUP, INC. after the merger is complete. The surviving business will be registered in the state of Florida.

RECITALS

DiLisi Colorado Dissolving Entity

DiLisi Colorado is a Corporation duly organized, validly existing, and in good standing under the laws of Colorado.

DiLisi Florida Surviving Entity

DiLisi Florida is a Corporation duly organized, validly existing, and in good standing under the laws of Florida.

THE DILISI GROUP, INC. Final Entity

THE DILISI GROUP, INC. is to be the surviving business entity, as that term is defined in the state statute, to the merger described in this agreement. Said entity shall retain the EIN number established by and for DiLisi Colorado, specifically 48-1300272.

MERGER

Surviving Business Entity

Subject to the terms and conditions of this Agreement, on the Effective Date mentioned above, DiLisi Colorado shall be merged with and into surviving entity under the laws of the state of Florida. As a result of the Merger, the separate corporate existence of DiLisi Colorado shall cease and the entity shall continue as the surviving business entity THE DILISI GROUP, INC.

Certificate of Merger

DiLisi Florida shall file a certificate of merger with the Secretary of State, as required by the laws of the state of Florida. The certificate shall be signed and acknowledged by the required number of partners or members of all constituent entities. Certified copies of the certificate of merger shall be filed in the office of the recorder in all counties in which DiLisi Colorado holds real property.

Effective Date of Merger

The merger shall be effective on the date of filing of the certificate of merger.

TERMS AND CONDITIONS

Negative Covenants

Between the date of this Agreement and the date on which the merger becomes effective, each constituent entity will not:

- Except in the ordinary course of business and for adequate value, dispose of any of its assets.

Further Assignments or Assurances

If at any time DiLisi Florida considers or is advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in DiLisi Florida the title to any property or rights of disappearing entity, or otherwise carry out the provisions of this Agreement, the entities agree that the managers of DiLisi Colorado, as of the effective date of the merger, will execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts that the surviving entity reasonably determines to be proper to vest, perfect, and confirm title to such property or rights in DiLisi Florida, and otherwise carry out the provisions of this Agreement.

VALUATION OF ASSETS**Assets of DiLisi Colorado**

The partners or managers of DiLisi Colorado agree that:

The present value of its tangible and intangible assets, including goodwill is \$150,000.00;

The fair market value of its unrealized receivables is \$24,000.00;

The fair market value of its inventory is \$0.00; and

The estimated amount of its liabilities is \$12,000.00.

Assets of DiLisi Florida

The partners or managers of DiLisi Florida agree that:

The present value of its tangible and intangible assets, including goodwill, is \$0.00;

The fair market value of its unrealized receivables is \$0.00;

The fair market value of its inventory is \$0.00; and

The estimated amount of its liabilities is \$0.00.

Conversion

(a) At the effective date of the merger, each interest in DiLisi Colorado will be converted into 1 interest of The DiLisi Group, Inc..

(b) Each interest of DiLisi Florida will be converted into 1 interest of the new surviving entity (The DiLisi Group, Inc.) after merger.

Exchange

If any interest of DiLisi Colorado being exchanged in connection with this merger is evidenced by a certificate, each holder of that interest must surrender the certificate or certificates, properly endorsed, to the surviving entity or its transfer agent, and will receive in exchange a certificate or certificates representing the number of interests of the surviving entity into which the interests of DiLisi Colorado have been converted.

MANAGEMENT OF SURVIVING ENTITY**Management and Control**

The officers or directors of surviving entity have the sole and exclusive control of the business, subject to any limitations in the articles and operating agreement of the surviving entity.

Directors and Officers

The initial Board of Directors of the Surviving Entity will consist of 2 Directors. Disappearing entity shall be entitled to nominate 1 member of the Board of Directors of the surviving entity.

INTERPRETATION AND ENFORCEMENT

Notices

Any notice, request, demand, or other communication required or permitted under this Agreement may be delivered in person, delivered by certified mail, return receipt requested, or delivered by facsimile transmission. Deliveries by certified mail or by facsimile transmission will be sent to the address of the respective party as first indicated above or as may be updated in the future in writing by either party.

Counterpart Executions

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Partial Invalidity

If any term of this agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall remain in full force and effect

Applicable Law


The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of Florida.

Approvals


The office bearers and members of each constituent entity to this Merger Agreement have approved by the voting percentages required by the articles, operating agreement, and law the terms and conditions of this Agreement.

This Merger Agreement shall be signed by Shannon DiLisi, President, on behalf of THE DILISI GROUP, INC. (Colorado) and by Shannon DiLisi, President on behalf of THE DILISI GROUP, INC. (Florida).

THE DILISI GROUP, INC.:

 12/29/2014
By Shannon DiLisi, President

THE DILISI GROUP, INC.:

 12/29/2014
By Shannon DiLisi, President

14 DEC 30 PM 1:52
FRED
SECRETARY OF STATE
DIVISION OF CORPORATIONS