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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 23 2015

C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: M R Smith & Company of Marco, 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:

Karen L. Smith

Contact Person

Firm/Company

1866 Woodbine Court

Address

Marco Island, FL 34145

City/State and Zip Code

msmith424@comcast.net

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

For further information concerning this matter, please call:

Karen L. Smith

Name of Contact Person

At (240)

285-4445

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)

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)
M R Smith & Company of Marco, Inc	Florida	P15000002140

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
M. R. Smith & Company, Inc.	Maryland	F96000003606

(a/k/a M. R. Smith & Company
of Maryland, Inc.)

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.

OR 04 / 01 / 2015 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 1, 2015 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 1, 2015.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

M R Smith & Company

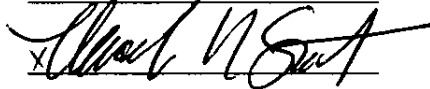
of Marco, Inc.



Michael R. Smith, President

M.R. Smith & Company,

Inc.



Michael R. Smith, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

M R Smith & Company of Marco, Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

M.R. Smith & Company, Inc.

Maryland

Third: The terms and conditions of the merger are as follows:

M.R. Smith & Company, Inc. ("Merging Corp") shall be merged with and into M R Smith & Company of Marco, Inc. ("Surviving Corp"). It is the desire and intent of the parties that this merger shall effectuate an F re-organization in accordance with IRC 368(a)(1)(F). Appropriate documents shall be filed with the Maryland Department of Assessments and Taxation ("SDAT") and with the Florida Department of State and shall be effective as of April 1, 2015 or such later date as the documents are accepted for filing by both SDAT and the Florida Department of State. The Articles of Incorporation of the Surviving Corp as in effect immediately prior to the merger shall not be altered or amended by the merger and shall continue as the Articles of Incorporation of the Surviving Corp. The By-Laws of the Surviving Corp as in effect immediately prior to the merger shall not be altered or amended by the merger and shall continue as the By-Laws of the Surviving Corp. The Directors and Officers of the (See Continuation Page)

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of common stock of the Surviving Corp which shall be issued and outstanding on the effective date of the merger shall be cancelled. Each share of common stock of the Merged Corp which shall be outstanding on the effective date of this merger, and all rights in respect thereto shall (See Continuation Page) *(Attach additional sheets if necessary)*

Third – terms and conditions of merger (cont'd)

Surviving Corp shall continue in office until the next annual meeting of shareholders or until their successors shall be elected and qualified. Upon the merger being effective all of the property, rights, privileges, licenses and assets of every kind and description of the Merging Corp shall be transferred to, vested in and devolve to the Surviving Corp without further action. The Merging Corp shall upon request of the Surviving Corp execute such documents and instruments as necessary or desirable to vest title in all assets in the Surviving Corp. All corporate acts, contracts and obligations of the Merging Corp which are valid and in effect as of the date of the merger shall become the acts, contracts and obligations of the Surviving Corp.

Fourth – manner and basis of converting shares (cont'd)

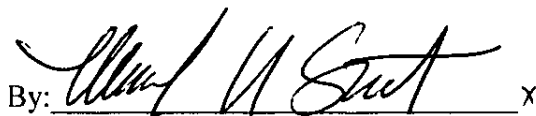
be changed and converted into stock in the Surviving Corp as follows: The sole stockholder of the Merging Corp shall be issued one share of common stock of the Surviving Corp. for each one share of stock he held in the Merging Corp immediately prior to the merger, for a total of 1000 shares of common stock in the Surviving Corp. From and after the effective date of the merger the holder of an outstanding certificate representing stock in the Merging Corp shall surrender such certificate(s) and thereupon be entitled to receive stock in the Surviving Corp on the basis hereinabove set forth. Until so surrendered the outstanding shares of stock of the Merging Corp may be treated by the Surviving Corp for all corporate purposes as evidencing ownership of shares of the Surviving Corp as if surrender and exchange has taken place.

This Plan of Merger is entered into this 1 day of March, 2015.

M. R. Smith & Company, Inc.
Merging Corp

By:  x
Michael R. Smith, President

M R Smith & Company of Marco, Inc.
Surviving Corp

By:  x
Michael R. Smith, President

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
Not Applicable

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: