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MERGER OR SHARE EXCHANGE
JAVTCV, Inc.

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Page Count	07
Estimated Charge	\$78.75

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JAVTCV, 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:

Gretchen M. Nine-Bunnell, Paralegal
Contact Person

Hahn Loeser & Parks LLP
Firm/Company

200 Public Square, Suite 2800
Address

Cleveland, OH 44114
City/State and Zip Code

gnb@hahnlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gretchen M. Nine-Bunnell
Name of Contact Person

At (216) 274-2217
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

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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)
JAVTCV, Inc.	Florida	P15000024124

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JAVTCV, Inc.	Wisconsin	J026407
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 ____/____/____ (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 March 13, 2015.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 13, 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)

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
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JAVTCV, Inc.



Tami Churchill Myers, President

JAVTCV, Inc.



Tami Churchill Myers, 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:

NameJurisdictionJAVTCV, Inc.Florida

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionJAVTCV, Inc.Wisconsin

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

See Exhibit A attached hereto.

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:
See Exhibit A attached hereto.

(Attach additional sheets if necessary)

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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:
Not applicable.

Other provisions relating to the merger are as follows:
Not applicable.

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EXHIBIT A TO PLAN OF MERGER

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

1. The name of the Surviving Corporation shall be JAVTCV, Inc.
2. The Articles of Incorporation of JAVTCV (FL), shall, from the time the merger becomes effective, constitute the "Articles" of the Surviving Corporation within the meaning of the Florida Business Corporation Act.
3. The Bylaws of JAVTCV (FL), the surviving corporation, as in effect immediately prior to the time the merger becomes effective shall be the Bylaws of the Surviving Corporation.
4. The Directors and Officers of JAVTCV (FL), the surviving corporation, immediately prior to the time the merger becomes effective shall be the Directors and Officers of the Surviving Corporation after the time the merger becomes effective.
5. HL Statutory Agent, Inc., whose address is 5811 Pelican Bay Blvd., Suite 650, Naples, Florida 34108, is the registered agent upon whom any process, notice or demand against the Surviving Corporation may be served.
6. JAVTCV (FL) and JAVTCV (WI), hereby agree that the "time the merger becomes effective" shall mean the close of business on the day when that certain "articles of merger" of the Constituent Corporations, are filed in the office of the Florida Department of State.
7. The location of the principal office of the Surviving Corporation is 14501 Lakewood Trace Court, Suite 201, Ft. Myers, FL 33919.

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:*

- (a) Every share of Common Stock of JAVTCV (WI) outstanding at the time the merger becomes effective shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and retired and cease to exist, without any conversion thereof.
- (b) Each share of common stock of JAVTCV (WI) held in JAVTCV (WI) treasury immediately prior to the time the merger becomes effective shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

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(c) The shareholder of JAVTCV (FL) immediately prior to the time the merger becomes effective shall be the shareholder of the Surviving Corporation after the time the merger becomes effective.