

P15000027968

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

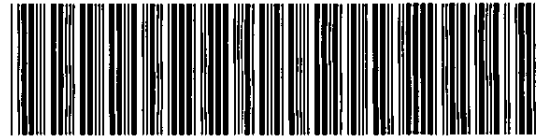
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000271355080

RECEIVED
DEPARTMENT OF STATE
15 MAY - 7 PM 12:33
TO ADOPTIVE
SUFFICIENCY OF FILINGS
FILED
SECTION OF DOCUMENTS
15 MAY - 7 AM 9:09

CL
5-8-15

FLORIDA FILING & SEARCH SERVICES, INC.

**P.O. BOX 10662 TALLAHASSEE, FL 32302
155 Office Plaza Dr Ste A Tallahassee FL 32301
PHONE: (800) 435-9371; FAX: (866) 860-8395**

DATE: 5/7/15

NAME: ESSEX FAMILY VENTURES, INC

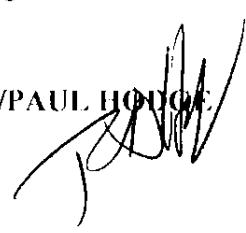
TYPE OF FILING: MERGER

COST: 70.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



15 MAY -7 AM 9:09

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)
Essex Family Ventures, Inc.	Florida	P15000027968

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Essex Family Ventures, Inc.</u>	<u>Illinois</u>	<u>57844485</u>
<u>Essex Family Ventures, Inc.</u>	<u>Florida</u>	<u>P15000027968</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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 4 / 30 / 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 4 / 30 /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)

15 MAY -7 AM 9:09

Name of Corporation

Typed or Printed Name of Individual & Title

Handwritten signature: *Handwritten signature*

Frank J. Pawlowski, President

Frank J. Paulowich

Frank J. Pawlowski, President

15 MAY -7 AM 9:09

AGREEMENT AND PLAN OF MERGER
OF ESSEX FAMILY VENTURES INC. (IL)
WITH AND INTO
ESSEX FAMILY VENTURES, INC. (FL)

This Agreement and Plan of Merger ("Agreement") made and entered into this 30th day of April, 2015 by and between ESSEX FAMILY VENTURES, INC., an Illinois corporation (hereinafter called "Essex Family IL") and ESSEX FAMILY VENTURES, INC., a Florida corporation (hereinafter called "Essex Family FL" or "Surviving Corporation"), which corporations are hereinafter sometimes referred to jointly as the "Constituent Corporations."

RECITALS

A. Essex Family IL is an Illinois corporation incorporated in Illinois on June 3, 1994 and having its registered office in the State of Illinois at 30 South Wacker, Suite 2600, Chicago, Illinois 60606; its registered agent is Steve Margolin.

B. The total number of shares which Essex Family IL has authority to issue is 10,000 shares of Common Voting stock, no par value, and 100,000 Common Non-Voting stock, no par value, of which 3,095 Common Voting and 58,805 Common Non-Voting shares are issued and outstanding.

C. Essex Family FL is a Florida corporation incorporated in Florida on March 25, 2015 and having its registered office in the State of Florida at 2812 Tarflower Way, Naples, Florida 34105; its registered agent is Frank Pawlowski.

D. The total number of shares which Essex Family FL has authority to issue is 10,000 shares of Common Voting stock, no par value, and 100,000 Common Non-Voting stock,

no par value, of which 3,095 Common Voting and 58,805 Common Non-Voting shares are issued and outstanding.

E. The Board of Directors and shareholders, as applicable, of the respective Constituent Corporations have determined that it is advisable that Essex Family IL be merged with and into Essex Family FL in a tax free reorganization qualifying under Section 368 of the Internal Revenue Code of 1986, as amended, and have approved such merger on the terms and conditions hereinafter set forth in accordance with the laws of the States of Illinois and Florida.

NOW, THEREFORE, the parties agree as follows:

ARTICLE I

MERGER

Essex Family IL and Essex Family FL shall be merged into a single corporation in accordance with the applicable provisions of the laws of the States of Illinois and Florida, by Essex Family IL merging with and into Essex Family FL. Essex Family FL shall be the Surviving Corporation.

ARTICLE II

EFFECT OF THE MERGER

2.01 The merger shall become effective on May 7, 2015.

2.02 At the effective date and time of the merger:

a. Essex Family FL shall become the Surviving Corporation and the separate existence of Essex Family IL shall cease, except to the extent provided by the laws of the States of Illinois and Florida in the case of a corporation merged with and into another corporation.

b. The Surviving Corporation shall, without further transfer, succeed to and thereafter possess and enjoy all of the rights, privileges, immunities, powers and franchises of a public as well as a private nature, of each of the Constituent Corporations, and all property, real, personal and mixed, of and all debts due to each of the Constituent Corporations on whatever account, and all things in action, and all and every other interest of, or belonging or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed.

c. All rights of creditors and all liens, if any, upon the property of either of the Constituent Corporations shall be preserved unimpaired by the merger, and all debts, liabilities, obligations and duties of either of the Constituent Corporations shall become the responsibility and liability of the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities, obligations have been incurred or contracted by it.

d. All corporate acts, plans, policies, arrangements, approvals and authorizations of Essex Family II, its shareholders, officers and agents, which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, arrangements, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as the same were with respect to Essex Family II.

ARTICLE III

NAME OF SURVIVING CORPORATION

The name of the Surviving Corporation on the effective date of the merger shall be ESSEX FAMILY VENTURES, INC.

ARTICLE IV

BY-LAWS

The By-laws of Essex Family FL as existing and constituted on the effective date of the merger shall constitute the By-laws of the Surviving Corporation until altered, amended or repealed.

ARTICLE V

DIRECTORS

The directors of the Surviving Corporation on the effective date of the merger shall be Frank J. Pawlowski and Mary Lou Pawlowski and they shall hold office until the next annual meeting of the shareholders or until their successors shall have been elected or appointed and shall have qualified, or until their earlier resignation or removal.

ARTICLE VI

OFFICERS

The officers of the Surviving Corporation on the effective date of the merger shall be as follows, to hold office until the next annual meeting of the Board of Directors, or until his respective successors shall have been elected or appointed and shall have qualified, or until his earlier resignation or removal:

President	Frank J. Pawlowski
Secretary	Mary Lou Pawlowski
Treasurer	Mary Lou Pawlowski

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE

On the effective date of the merger, the registered agent of the surviving Corporation in the State of Florida shall be Frank Pawlowski, and the registered office in the State of Florida of the Surviving Corporation shall be 2812 Tarflower Way, Naples, Florida 34105.

ARTICLE VIII

PRINCIPAL OFFICE

On the effective date of the merger the address of the principal office of the Surviving Corporation shall be 2812 Tarflower Way, Naples, Florida 34105.

ARTICLE IX

CONVERSION OF SHARES

The manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

On the effective date, Essex Family IL will be merged into Essex Family FL. The Surviving Corporation assumes all rights, privileges, assets and liabilities of the non-survivor. As both corporations party to the merger are owned by the same shareholder, in like proportion, the 3,095 shares of Common Voting stock, no par value, and 58,805 Common Non-Voting stock of Essex Family IL issued and outstanding on the effective date and time of the merger shall be surrendered and cancelled. The 3,095 shares of issued and outstanding Voting Common stock and 58,805 Common Non-Voting stock, no par value, of Essex Family FL on the effective date and time of the merger shall remain as the issued and outstanding Common stock of the Surviving Corporation following the merger. The shareholders and directors of Essex Family IL and Essex Family FL have approved this Agreement and Plan of Merger by written consent.

ARTICLE X

ACCOUNTING MATTERS

Except as herein provided with respect to the exchange and cancellation of the outstanding shares of Essex Family IL, upon the effective date of the merger: (a) the respective assets of Essex Family IL and Essex Family FL shall be taken up or continued on the books of the Surviving Corporation in the amounts at which such assets shall have been carried on the respective books immediately prior to the effective date of the merger; (b) the respective liabilities and reserves of Essex Family IL and Essex Family FL (excluding capital stock, paid in capital and retained earnings) shall be taken up or continued on the books of the Surviving Corporation in the amounts at which such liabilities and reserves shall have been carried on the respective books immediately prior to the effective date of the merger; (c) the paid in capital and retained earnings of Essex Family IL shall be taken up on the books of the Surviving Corporation as paid in capital and retained earnings, respectively, in the amounts at which the same shall be carried on the books of Essex Family IL immediately prior to the merger; and (d) the fiscal year end of Essex Family FL shall constitute the fiscal year end of the Surviving Corporation.

ARTICLE XI

FURTHER ASSURANCE

If at any time, the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or is desirable to vest in the Surviving Corporation the title to any property or rights of Essex Family IL, the proper officers and directors of Essex Family IL shall execute and make all proper assignments and assurances in law and do all things necessary or proper to vest such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement. The proper officers and directors of the Surviving

Corporation are fully authorized, in the name of Essex Family IL, or otherwise, to take any and all such action.

ARTICLE XIII

CERTAIN AGREEMENTS OF SURVIVING CORPORATION

13.01 Essex Family FL, as the Surviving Corporation, hereby agrees that it may be served with process in any proceeding for the enforcement of any obligation of Essex Family IL or of the rights of a dissenting shareholder of Essex Family IL.

13.02 Essex Family FL, as the Surviving Corporation, hereby agrees that it will promptly pay to the dissenting shareholders of Essex Family IL, if any, the amount, if any, to which they shall be entitled.

ARTICLE XII

APPROVAL OF SHAREHOLDERS - TERMINATION

This Agreement shall be submitted to the shareholders of Essex Family IL and the shareholders of Essex Family FL as provided by law and it shall take effect and be deemed and be taken to be the agreement and plan or merger of the Constituent Corporations upon the approval or adoption thereof by the shareholders of Essex Family IL and the shareholders of Essex Family FL in accordance with the requirements of the laws of the States of Florida and Illinois, and upon execution, filing and recording of said documents and of doing such other acts and things as shall be required for accomplishing the merger under the provisions of the laws of the States of Florida and Illinois.

ARTICLE XIV

MISCELLANEOUS

14.01. The heading of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to effect the meaning or interpretation of this Agreement.

14.02. Termination. This Agreement may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement by the member of Essex Family IL or the member of Essex Family FL, if the member of Essex Family IL or of Essex Family FL duly adopt a resolution abandoning this Agreement of Merger.

14.03. Counterparts. This Agreement may be executed in multiple counterparts, but each such counterpart shall be deemed to be an original instrument.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 MAY -7 AM 9:09

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger
as of the date first above written.

ESSEX FAMILY VENTURES, INC.,
an Illinois corporation

By:

Mary Lou Pawlowski
Mary Lou Pawlowski, Secretary

By:

Frank J. Pawlowski
Frank J. Pawlowski, President

ESSEX FAMILY VENTURES, INC.,
a Florida corporation

By:

Mary Lou Pawlowski
Mary Lou Pawlowski, Secretary

By:

Frank J. Pawlowski
Frank J. Pawlowski, President