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**DATE: 5/7/15**

**NAME: ACACIA FAMILY VENTURES, INC**

**TYPE OF FILING: MERGER**

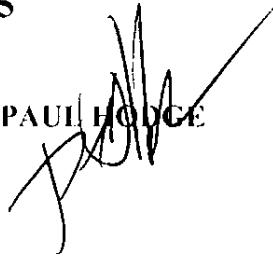
**COST: 70.00**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



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TALLAHASSEE, FLORIDA

15 MAY -7 AM 10:00

**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)
Acacia Family Ventures, Inc.	Florida	F15000038005

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Acacia Ventures, Inc.	Illinois	59793276 (IL file number)
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 5 / 7 / 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 5 / 7 / 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)*



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

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This Agreement and Plan of Merger ("Agreement") made and entered into this 6th day of May, 2015 by and between ACACIA VENTURES, INC., an Illinois corporation (hereinafter called "Acacia IL") and ACACIA FAMILY VENTURES, INC., a Florida corporation (hereinafter called "Acacia Family FL" or "Surviving Corporation"), which corporations are hereinafter sometimes referred to jointly as the "Constituent Corporations."

RECITALS

A. Acacia IL is an Illinois corporation incorporated in Illinois on February 6, 1998 and having its registered office in the State of Illinois at 30 South Wacker, Suite 2600, Chicago, Illinois 60606; its registered agent is Andrew P. Tecson.

B. The total number of shares which Acacia IL has authority to issue is 100,000 shares of common stock, no par value, of which 1,000 common shares are issued and outstanding.

C. Acacia Family FL is a Florida corporation incorporated in Florida on April 27, 2015 and having its registered office in the State of Florida at 4880 70<sup>th</sup> Terrace, Vero Beach, Florida 32967; its registered agent is Pearl J. Giammanco.

D. The total number of shares which Acacia Family FL has authority to issue is 100,000 shares of common stock, no par value, of which 1,000 common 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 Acacia IL be merged with and into Acacia 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

Acacia IL and Acacia 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 Acacia IL merging with and into Acacia Family FL. Acacia 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. Acacia Family FL shall become the Surviving Corporation and the separate existence of Acacia 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.

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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 Acacia IL, 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 Acacia IL.

ARTICLE III

NAME OF SURVIVING CORPORATION

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

ARTICLE IV

BY-LAWS

The By-laws of Acacia 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 director of the Surviving Corporation on the effective date of the merger shall be Pearl J. Giammanco and she shall hold office until the next annual meeting of the shareholders or

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15 MAY - 7 AM 10:00

until her successors shall have been elected or appointed and shall have qualified, or until her 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 her respective successors shall have been elected or appointed and shall have qualified, or until her earlier resignation or removal:

President	Pearl J. Giammanco
Secretary	Pearl J. Giammanco
Treasurer	Pearl J. Giammanco

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 Pearl J. Giammanco, and the registered office in the State of Florida of the Surviving Corporation shall be 4880 70<sup>th</sup> Terrace, Vero Beach, Florida 32967105.

ARTICLE VIII

PRINCIPAL OFFICE

On the effective date of the merger the address of the principal office of the Surviving Corporation shall be 4880 70<sup>th</sup> Terrace, Vero Beach, Florida 32967.

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:

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15 MAY -7 AM 10:00



On the effective date, Acacia IL will be merged into Acacia 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 1,000 shares of common stock, no par value, of Acacia IL issued and outstanding on the effective date and time of the merger shall be surrendered and cancelled. The 1,000 shares of issued and outstanding common stock, no par value, of Acacia 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 shareholder and director of Acacia IL and Acacia 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 Acacia IL, upon the effective date of the merger: (a) the respective assets of Acacia IL and Acacia 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 Acacia IL and Acacia 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 Acacia 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 Acacia IL immediately prior to the merger; and (d) the fiscal year end of Acacia Family FL shall

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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 Acacia IL, the proper officers and directors of Acacia 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 Acacia IL, or otherwise, to take any and all such action.

ARTICLE XIII

CERTAIN AGREEMENTS OF SURVIVING CORPORATION

13.01 Acacia 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 Acacia IL or of the rights of a dissenting shareholder of Acacia IL.

13.02 Acacia Family FL, as the Surviving Corporation, hereby agrees that it will promptly pay to the dissenting shareholders of Acacia 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 Acacia IL and the shareholders of Acacia 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 Acacia IL and the shareholders of Acacia 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.

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ARTICLE XIV

MISCELLANEOUS

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

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

ACACIA VENTURES, INC.,  
an Illinois corporation

By: Pearl J. Giammanco  
Pearl J. Giammanco, President

ACACIA FAMILY VENTURES, INC.,  
a Florida corporation

By: Pearl J. Giammanco  
Pearl J. Giammanco, President