

P/5000078053

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

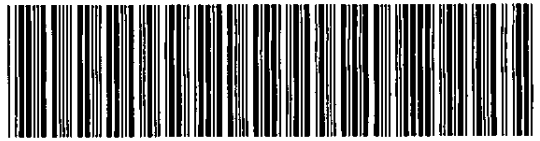
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

✓

Office Use Only



600277641946

10/02/15--01001--010 **78.75

RECEIVED

15 OCT -1 PM 10:39

10/02/2015
10:40:00 AM
SUFFOLK COUNTY, FLORIDA

FILED

15 OCT -1 PM 4:52

SECRETARY OF STATE
ALACHUA COUNTY, FLORIDA

Mengel

OCT 01 2015

D CONNELL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ray Joseph Enterprises of Florida, 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:

Gregory A. Fox
Contact Person

Foxe Fox, P.A.
Firm/Company

2515 Countryside Blvd., Suite G
Address

Clearwater, Florida 33763
City/State and Zip Code

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

For further information concerning this matter, please call:

Paula Fakiolas At (727) 796-4556
Name of Contact Person 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 OF
RAY JOSEPH ENTERPRISES, INC.**
a California Corporation
**INTO
RAY JOSEPH ENTERPRISES OF FLORIDA, INC.**
a Florida Corporation

FILED
15 OCT -1 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted with the Florida Business Corporation Act, pursuant to the provisions of Section 607.1105 of the Florida Statutes.

1. The name of the surviving corporation is **RAY JOSEPH ENTERPRISES OF FLORIDA**, a Florida Corporation, document number P15000078053.
2. The name of the merging corporation is **RAY JOSEPH ENTERPRISES, INC.**, a California Corporation, document number, C0757024.
3. The plan of Merger is attached.
4. The effective date of the plan of merger shall be October 1, 2015.
5. The Plan of Merger was adopted by the Stockholders of the surviving Corporation on September 28, 2015.
6. The Plan of Merger was adopted by the Stockholders of the merging Corporation on September 28, 2015.

Dated: September 28, 2015

RAY JOSEPH ENTERPRISES, INC.,
a California Corporation

By: 
BRYAN BREZIC, President

**RAY JOSEPH ENTERPRISES OF
FLORIDA, INC.,**
a Florida Corporation

By: 
BRYAN BREZIC, President

RAY JOSEPH ENTERPRISES, INC.,
a California Corporation

Attest: *Cheryl Pippin*
CHERYL PIPPIN, Vice Chairman

**RAY JOSEPH ENTERPRISES OF
FLORIDA, INC.,**
a Florida Corporation

Attest: *Cheryl Pippin*
CHERYL PIPPIN, Secretary

PLAN OF MERGER

Plan of Merger dated the 28th day of September, 2015 between **RAY JOSEPH ENTERPRISES OF FLORIDA, INC.**, a Florida corporation, referred to as the surviving corporation, and **RAY JOSEPH ENTERPRISES, INC.**, a California corporation, referred to as the merging Corporation.

STIPULATIONS

A. **RAY JOSEPH ENTERPRISES OF FLORIDA, INC.** is a Corporation organized and existing under the laws of the State of Florida, with its principal office at 8706 53rd Place E, Bradenton, Florida 34211.

B. Surviving Corporation has a capitalization of one million (1,000,000) authorized shares of \$1.00 common stock, of which fifty (50) shares are issued and outstanding.

C. **RAY JOSEPH ENTERPRISES, INC.** is a Corporation organized and existing under the laws of California with its principal office at 9766 SW 163rd Avenue, Beaverton, Oregon 97007.

D. Merging Corporation has a capitalization of 1,000,000 authorized shares of common stock of which 66,650 shares are issued and outstanding.

E. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that **RAY JOSEPH ENTERPRISES, INC.**, a California Corporation, be merged into **RAY JOSEPH ENTERPRISES OF FLORIDA, INC.**, a Florida Corporation, pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

SECTION ONE. MERGER. **RAY JOSEPH ENTERPRISES, INC.**, a California Corporation, shall merge with and into **RAY JOSEPH ENTERPRISES OF FLORIDA, INC.**, a Florida Corporation, which shall be the surviving Corporation.

SECTION TWO. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the merging Corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and

all the property, real, personal, and mixed of the merging Corporation, without the necessity for any separate transfer. The surviving Corporation shall then be responsible and liable for all liabilities and obligations of the merging corporation, and neither the rights of creditors nor any liens on the property of the merging corporation shall be impaired by the merger.

SECTION THREE. CONVERSION OF SHARES. The manner and basis of converting the shares of the merging Corporation into shares, of the surviving Corporation is as follows:

(a) Each share of the common stock of **RAY JOSEPH ENTERPRISES, INC.**, a California corporation, issued and outstanding on the effective date of the merger shall be converted into one (1) share of the \$1.00 common stock of **RAY JOSEPH ENTERPRISES OF FLORIDA, INC.**, a Florida Corporation, which shares of common stock of the surviving Corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the merging corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving Corporation shall legally require. On receipt of the share certificates, the surviving Corporation shall issue and exchange certificates for shares of common stock in the surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above.

SECTION FOUR. CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the surviving Corporation, **RAY JOSEPH ENTERPRISES, INC.**, shall continue to be its articles of incorporation following the effective date of the merger.

SECTION FIVE. CHANGES IN BYLAWS. The bylaws of the surviving Corporation shall continue to be its bylaws following the effective date of the merger.

SECTION SIX. DIRECTORS AND OFFICERS. The directors and officers of the surviving Corporation shall be as follows:

Bryan Brezic	President/Treasurer/Director
Cheryl Pippin	Vice President/Secretary/Director

SECTION SEVEN. PROHIBITED TRANSACTIONS. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

SECTION EIGHT. APPROVAL BY SHAREHOLDERS. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

SECTION NINE. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be October 1, 2015.

SECTION TEN. EXECUTION OF AGREEMENT. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument. An electronic or facsimile signature of the parties shall be construed as an original signature and be binding on the parties hereto.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

MERGING CORPORATION:

RAY JOSEPH ENTERPRISES, INC.,
a California corporation


By: **BRYAN BREZIC**, President

SURVIVING CORPORATION:
RAY JOSEPH ENTERPRISES OF
FLORIDA, INC., a Florida corporation


By: **BRYAN BREZIC**, President

MERGING CORPORATION:

RAY JOSEPH ENTERPRISES, INC.,
a California corporation

Attest: *Cheryl Pippin*
CHERYL PIPPIN, Vice Chairman

SURVIVING CORPORATION:

**RAY JOSEPH ENTERPRISES OF
FLORIDA, INC.,** a Florida corporation

Attest: *Cheryl Pippin*
CHERYL PIPPIN, Secretary