

P15000091348

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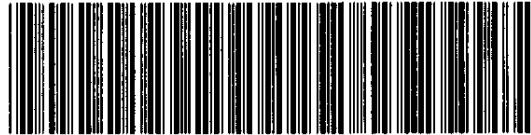
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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15 DEC 28 AM 8:14

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Merger

1. Carl Healey & Associates U.S., Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

ARTICLES OF MERGER
(Profit Corporations)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
Carl Healey & Associates U.S., Inc.	Florida	P15000091348

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Carl Healey & Associates U.S., Inc.	Vermont	Not Applicable

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 12 / 31 / 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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 December 22, 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 December 22, 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

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Carl Healey & Associates U.S.,

Inc., a Florida corporation

Carl Henley

Carl Healey, President

Carl Healey & Associates U.S.,

Inc., a Vermont corporation

Carl Henley

Carl Healey, 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

Carl Healey & Associates U.S., Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Carl Healey & Associates U.S., Inc.

Vermont

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

Carl Healey & Associates U.S., Inc., a Vermont corporation (the "Vermont Corporation"), shall be merged with and into Carl Healey & Associates U.S., Inc., a Florida corporation (the "Florida Corporation"). The Bylaws of the Vermont Corporation now in force and effect shall be the Bylaws of the Florida Corporation as it survives after the merger. The merger shall become effective at such time as is specified in the Articles of Merger. The Plan of Merger herein entered shall be submitted to the shareholders and directors of the Florida Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

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:

[ADDITIONAL SHEET ATTACHED]
(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

CARL HEALEY & ASSOCIATES U.S., INC.

PLAN OF MERGER

ADDITIONAL SHEET

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:

As of the effective date, each issued and outstanding share of stock in the Vermont Corporation (the "Merging Shares") shall be converted into a share of stock in the Florida Corporation. No other cash, percentage interests, units, shares, securities, obligations, or other property will be distributed or issued upon the conversion of the Merging Shares.

There were no existing rights to acquire any interests, shares, obligations or other securities of the Vermont Corporation.