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Division of Corporations

No. 7481 P. 1

**P16000034883**

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**MERGER OR SHARE EXCHANGE**  
**Desvousges Survivor, Inc.**

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**ARTICLES OF MERGER OF  
W.H. DESVOUSGES & ASSOCIATES, INC., a North Carolina corporation,  
WITH AND INTO  
DESVOUSGES SURVIVOR, INC., a Florida corporation**

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Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Statutes, and Sections 55-11-05 and 55-11-07 of the North Carolina General Statutes, the undersigned do hereby adopt, and the surviving corporation delivers for filing, the following Articles of Merger for the purpose of merging W.H. Desvousges & Associates, Inc., a North Carolina corporation ("North Carolina Desvousges"), with and into Desvousges Survivor, Inc., a Florida corporation ("Florida Desvousges"), with Florida Desvousges as the surviving corporation:

1. The Plan of Merger is as follows:

(a) The full name and state of each of the constituent entities participating in the merger are W.H. Desvousges & Associates, Inc., a North Carolina corporation, and Desvousges Survivor, Inc., a Florida corporation.

(b) The terms of the merger are as follows:

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6-1-16

(i) At the effective time of the merger, North Carolina Desvousges shall be merged with and into Florida Desvousges, and North Carolina Desvousges will cease to exist as a separate corporation. North Carolina Desvousges and Florida Desvousges shall thereupon become a single entity which shall continue its existence as a Florida corporation under the Articles of Incorporation of Florida Desvousges.

(ii) Upon effectiveness of the merger, the name of the surviving corporation shall be changed to W.H. Desvousges & Associates, Inc.

(iii) Since the ownership of each corporation is exactly the same, upon effectiveness of the merger, each share of North Carolina Desvousges common stock issued and outstanding immediately prior to the date the merger becomes effective shall be cancelled so the immediately after the merger only the shares of common stock of Florida Desvousges shall exist.

(iv) Upon effectiveness of the merger, (1) North Carolina Desvousges shall cease to exist; (2) all assets and property (real, personal and mixed, tangible and intangible, choses in action, rights and credits) then owned by North Carolina Desvousges or which would inure to North Carolina Desvousges shall immediately, by operation of law and without any conveyance, transfer or further action, become the property of Florida Desvousges; and (3) Florida Desvousges shall be deemed to be a continuation of North Carolina Desvousges, the rights and obligations of which shall succeed to such rights and obligations and the duties and liabilities connected therewith.

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(v) The Articles of Incorporation of Florida Desvousges are hereby amended to change its name to W.H. Desvousges & Associates, Inc. and shall be the Articles of Incorporation of the surviving corporation.

2. The Plan of Merger attached hereto as Exhibit "A" was duly approved by each corporation in accordance with the applicable laws of the state, country and jurisdiction under which such corporation is formed, organized or incorporated.
3. The mailing address of Florida Desvousges is 168 Spartina Avenue, St. Augustine, Florida 32080 and Florida Desvousges hereby commits to provide the Secretary of State of the State of North Carolina with any change in such address if Florida Desvousges does not become authorized to transact business in the State of North Carolina.
4. The Merger shall become effective on June 1, 2016.

IN WITNESS WHEREOF, each constituent entity has caused these Articles of Merger to be signed by each such entity's duly authorized officer, as of the 2 day of May, 2016.

**W.H. DESVOUSGES & ASSOCIATES, INC..**  
a North Carolina corporation

By: William H. Desvousges  
William H. Desvousges  
President

**DESVOUSGES SURVIVOR, INC..** a Florida corporation

By: William H. Desvousges  
William H. Desvousges  
President

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**EXHIBIT "A"**

**PLAN OF MERGER**

The following plan of merger was adopted and approved by each party to the merger in accordance with Section 607.1101, Florida Statutes, and Section 55-11-01 of North Carolina General Statutes.

1. The name and jurisdiction of the merging party is W.H. DESVOUSGES & ASSOCIATES, INC., a North Carolina corporation.
2. The name and jurisdiction of the surviving party is DESVOUSGES SURVIVOR, INC., a Florida corporation.
3. The terms and conditions of the merger are as follows:
  - (a) As of the effective date of the Merger, W.H. Desvousges & Associates, Inc., a North Carolina corporation ("Merging Entity") shall merge with and into Desvousges Survivor, Inc., a Florida corporation ("Surviving Entity").
  - (b) As of the effective date of the Merger, the name of the Surviving Entity shall be changed to W.H. Desvousges & Associates, Inc.
  - (c) The Merging Entity shall be merged with and into the Surviving Entity and the Surviving Entity shall be governed by the laws of the State of Florida, and the separate existence of the Merging Entity shall automatically cease. On the effective date of the merger, the existing Articles of Incorporation of the Surviving Entity as amended to change its name to W.H. Desvousges & Associates, Inc. shall be the organizational documents for the Surviving Entity.
  - (d) On the effective date of the Merger, all the shares of common stock of the Merging Entity shall be cancelled and only the shares of common stock of the Surviving Entity shall exist.
  - (e) On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description, of Merging Entity, including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the Surviving Entity, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the Surviving Entity as they were of each of the respective entities, and the title to all real estate vested in either of the entities shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Entity. All debts, liabilities and duties of the respective entities shall, thereafter, be assumed by and attached to the Surviving Entity, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred and contracted by the Surviving Entity.

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- (f) The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as set forth in section (e) above.

4. The Surviving Corporation shall provide the Secretary of State of the State of North Carolina with its current mailing address and commit to provide the Secretary of State of the State of North Carolina with any change in such address if the Surviving Corporation does not become qualified to transact business in the State of North Carolina.