

Division of Corporations

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P160000036064

Florida Department of State
Division of Corporations
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Account Name : QUARLES & BRADY OF TAMPA LLP
Account Number : 120100000038
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MERGER OR SHARE EXCHANGE

Pranger & Associates, Inc.

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FAX TRANSMITTAL COVER SHEET

To: 1-850-617-6380

Company:

Fax number: 1-850-617-6380

Phone number:

From: Lightholder, Laura L. (MKE x1387)

Phone number: 414-277-5387

Senders direct fax: 4149788290

Number of Pages (including cover sheet): 10

Date & Time Faxed: 5/3/2016 10:28:48 AM

Message:

PLEASE SEE ATTACHED ELECTRONIC FILING COVER SHEET, COVER LETTER & ARTICLES OF MERGER FOR PRANGER & ASSOCIATES, INC.

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PRANGER & ASSOCIATES, 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:

LAURA LIGHTHOLDER

Contact Person

QUARLES & BRADY LLP

Firm/Company

411 EAST WISCONSIN AVENUE, SUITE 2350

Address

MILWAUKEE, WI 53202

City/State and Zip Code

laura.lightholder@quarles.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LAURA LIGHTHOLDER

Name of Contact Person

At (414) 277-5387

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

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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)
Pranger & Associates, Inc.	Florida	P16000036064

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pranger & Associates, Ltd.	Missouri	N/A

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.)

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 April 26, 2016.

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 April 26, 2016.

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)

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**AGREEMENT AND PLAN OF MERGER
BETWEEN PRANGER & ASSOCIATES, LTD.
AND PRANGER & ASSOCIATES, INC.**

This Agreement and Plan of Merger ("Agreement") is made pursuant to the relevant provisions of the Florida Business Corporation Act as of the 26th day of April, 2016, between Pranger & Associates, Inc., a Florida corporation (hereafter referred to as the "Surviving Company"), and Pranger & Associates, Ltd., a Missouri corporation (hereafter referred to as the "Merging Company").

RECITALS

WHEREAS, all of the Directors and the sole Shareholder of the Surviving Company and the Merging Company have waived notice of special meetings of their respective companies as permitted by Florida and Missouri law in order to review this Plan of Merger and consider whether it is in the best interest of the respective companies;

WHEREAS, the all of the Directors and the sole Shareholder of the Surviving Company deem it desirable and in the best interests of Surviving Company to enter into and approve this Agreement;

WHEREAS, the all of the Directors and the sole Shareholder of the Surviving Company have approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and to the unanimous written consent filed in the minutes of the Surviving Company;

WHEREAS, the all of the Directors and the sole Shareholder of the Merging Company deem it desirable and in the best interests of the Merging Company to enter into and approve this Agreement; and

WHEREAS, the all of the Directors and the sole Shareholder of the Merging Company have approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and the unanimous written consent filed in the minutes of the Merging Company;

NOW, THEREFORE, in consideration of the foregoing premises and in consideration of the mutual covenants and promises of the parties hereto, the Surviving Company and the Merging Company agree as follows:

1. Merger of the Companies.

In accordance with and pursuant to the Florida Business Corporation Act, and the Missouri Revised Statutes, the Merging Company shall be merged into the Surviving Company. The parties agree to prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of the Merging Company into shares of the Surviving Company as hereinafter set forth.

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2. Shares to be Merged.

2.1 The total number of shares which the Merging Company is authorized to issue is 30,000 (30,000) shares. One Hundred Percent (100%) of the authorized shares are issued and outstanding.

2.2 The total number of shares which the Surviving Company is authorized to issue is 30,000 (30,000) shares. One Hundred Percent (100%) of the authorized shares are issued and outstanding.

2.3 The identity of shareholders and their relative percentage ownership of the Surviving Company and the Merging Company prior to the merger are as follows.

SURVIVING COMPANY

<u>Shareholder</u>	<u>Number of Shares</u>	<u>Percentage</u>
Martin Pranger	30,000	100%

MERGING COMPANY

<u>Shareholder</u>	<u>Number of Shares</u>	<u>Percentage</u>
Martin Pranger	30,000	100%

3. Method of Converting Shares.

The manner and basis of converting the outstanding interests of each company are (i) each issued and outstanding share of the Merging Company shall be retired and cancelled, and (ii) all of the issued and outstanding shares of stock of the Surviving Company shall remain issued and outstanding.

4. Surviving Entity.

When this agreement shall become effective, the separate corporate existence of the Merging Company shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of the Merging Company, and shall be subject to all the debts and liabilities of the Merging Company in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent Company shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

5. Merger Permitted Under the Laws of Florida and Missouri.

This merger is permitted under the relevant provisions of the Florida Business Corporation Act and the Missouri Revised Statutes.

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6. Name of Surviving Company.

The Surviving Company shall be "Pranger & Associates, Inc.," a Florida corporation.

7. Effective Date of Merger.

The effective date of the merger upon the filing of the Summary Articles of Merger with the Secretary of State of Missouri and the Articles of Merger with the Secretary of State of Florida, together with evidence of their adoption as required by law, whichever occurs earlier ("Effective Date").

8. Principal Office.

The principal office of the Surviving Company shall be 500 Murex Dr., Naples, FL 34102 following this merger.

9. Name and Address of the Directors.

Management of the Surviving Company shall be vested in the Board of Directors. The name and address of the Directors following the merger is:

<u>Directors</u>	<u>Address</u>
Martin Pranger	500 Murex Dr. Naples, FL 34102
Diana Pranger	500 Murex Dr. Naples, FL 34102

10. Distributions Prior to Merger.

Until this Agreement of Merger becomes effective or is abandoned, neither company may make distributions to its shareholders.

11. Extraordinary Transactions.

Neither company shall, prior to the Effective Date, engage in any activity nor transaction other than in the ordinary course of business, except as contemplated by this Agreement.

12. Submission to Shareholders; Effective Date.

This Agreement has been submitted to the shareholders of the companies in the manner provided under applicable Florida and Missouri law. The signatures of the undersigned shareholder of each company representing a one hundred percent (100%) interest of the respective companies are in favor of the adoption of this Agreement, and this Agreement shall be come effective on the date set forth above.

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13. **Abandonment of Merger.**

At any time prior to the approval of this Plan of Merger by the Surviving Company and/or the Merging Company, and at any time prior to the filing of the Articles of Merger with the Florida Department of State, the planned merger may be abandoned, subject to any contractual rights, by either the Surviving Company or the Merging Company upon an affirmative vote of a majority of either of the company's directors without further action by either company's shareholders.

14. **Articles of Incorporation.**

The Articles of Incorporation following the merger shall be the Articles of Incorporation of the Surviving Company as filed in Florida, and no changes are necessitated by the contemplated merger.

15. **Bylaws.**

The Bylaws following the merger shall be the Bylaws for the Surviving Company and no changes are necessitated by the contemplated merger.

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IN WITNESS WHEREOF, the undersigned, constituting all of the Directors and the sole Shareholder of the Surviving Company and all of the Directors and the sole Shareholder of the Merging Company, have executed this Agreement on the day and year first above written.

SURVIVING COMPANY:

PRANGER & ASSOCIATES, INC.
a Florida corporation

By: Martin Pranger
Martin Pranger
As a Director and sole Shareholder

By: Diana Pranger
Diana Pranger
As a Director

MERGING COMPANY:

PRANGER & ASSOCITES, LTD.,
a Missouri corporation

By: Martin Pranger
Martin Pranger
As Director and sole Shareholder

By: Diana Pranger
Diana Pranger
As a Director