

P16000091229

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 2, 2016

JEFFREY R. EISENSMITH ESQ / JEFFREY R. EISENSMITH PA  
5561 N. UNIVERSITY DRIVE SUITE 103  
CORAL SPRINGS, FL 33067 US

SUBJECT: EMPIRICOR INC.  
Ref. Number: P16000091229

We have received your document for EMPIRICOR INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 816A00025725

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C LEWIS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Empiricor 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:

Jeffrey R. Eisensmith, Esq.

Contact Person

Jeffrey R. Eisensmith, P.A.

Firm/Company

5561 N. University Drive, Suite 103

Address

Coral Springs, FL 33067

City/State and Zip Code

je@eisensmithlaw.com

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

For further information concerning this matter, please call:

Chris Davis

Name of Contact Person

At ( 949 ) 235-9322

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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DIVISION OF CORPORATIONS  
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# ARTICLES OF MERGER

(Profit Corporations)

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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)
Empiricor Inc.	Florida	P16000091229

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Empiricor Inc.	California	C2464287

**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 11/18/16.

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 11/18/16.

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

Empiricor Inc. (California)

Karen J. Davis

Karen F. Davis, President

Empiricor Inc. (Florida)

Karen Hansen

Karen F. Davis, President

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### **PLAN OF MERGER**

The following plan of merger which was adopted and approved by each party to the merger in accordance with section(s) 607.1101, Florida Statutes, and in accordance with the laws of the State of California.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name:</u>	<u>Jurisdiction:</u>
Empiricor Inc.	California

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name:</u>	<u>Jurisdiction:</u>
Empiricor Inc.	Florida

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

Approval of the plan of merger and articles of merger by the shareholders of the merging party and approval of the plan of merger and articles of merger by the Members of the surviving party.

FOURTH:

A. 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 follows:

The following shareholders of the merging party shall receive the interest of the surviving party as set forth below:

Shareholder	Shares of Empiricor Inc. (California)	Shares of Empiricor Inc. (Florida)
1. Chris J. Davis	200	200
2. Karen Davis	100	100

B. The rights to acquire interests, shares, obligations or other securities of the surviving entity shall be the same as was the rights to acquire interests, shares, obligations or other securities of the merged party.

FIFTH: A copy of the Articles of Incorporation of the surviving entity is attached.

SIXTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Empiricor Inc. (California)	<u>Chris J. Davis</u> <u>Karen F. Davis</u>	<u>CHRIS J. DAVIS</u> <u>KAREN F. DAVIS</u>
Empiricor Inc. (Florida)	<u>Chris J. Davis</u> <u>Karen J. Davis</u>	<u>CHRIS J. DAVIS</u> <u>KAREN DAVIS</u>

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**ACTION BY SHAREHOLDERS**

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DIVISION OF CORPORATIONS

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The undersigned as all of the Shareholders and Directors of Empiricor Inc. (the "Company") do hereby certify that a meeting of the Members of the Company, duly called and held at 1586 Passion Vine Circle, Weston, FL 33326, at which meeting a quorum was present and voted, the following resolutions were adopted:

RESOLVED that the undersigned Shareholders and Directors hereby approve the Merger of Empiricor Inc., a California corporation, into Empiricor Inc., a Florida corporation, and approve the Articles of Merger and Plan of Merger to be filed with the Florida Secretary of State; and

RESOLVED that the undersigned Shareholders and Directors of the Company are hereby authorized to execute on behalf of the Company the Articles of Merger and all other documents necessary to complete the merger; and.

RESOLVED, that the undersigned Shareholders and Directors hereby waive formal notice as may be required under Florida Statutes;

We further certify that all of the Shareholders and Directors of the Company are as follows and that there are no other Shareholders or Directors for the Company:

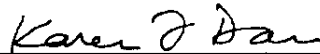
Chris J. Davis  
Karen Davis

We further certify that the Company's Articles of Incorporation and the Company's By-Laws are in full force and effect on the date hereof.

Dated at 4:15 PM, on this 23rd, day of November, 2016.



Chris J. Davis, Shareholder/Director



Karen Davis, Shareholder/Director