

P17000027860

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

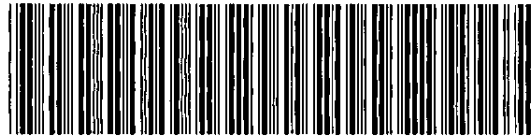
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000297784790

FILED

2017 APR 13 AM 10:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

2017 APR 13 PM 2:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4/14/17

**CT CORP ,****3458 Lakeshore Drive, Tallahassee, FL 32312****850-656-4724****850-508-1891 (cell)**

Date: \_\_\_\_\_

4/13/17

ACCT. I20160000072

*encl DW*

|             |                                    |
|-------------|------------------------------------|
| Name:       | <u>Mayo Consulting Group, Inc.</u> |
| Document #: |                                    |
| Order #:    | <u>10424543</u>                    |

|                                      |  |                         |  |
|--------------------------------------|--|-------------------------|--|
| Certified Copy of Arts<br>& Amend:   |  |                         |  |
| Plain Copy:                          |  |                         |  |
| Certificate of Good<br>Standing:     |  |                         |  |
| Apostille/Notarial<br>Certification: |  | Country of Destination: |  |
|                                      |  | Number of Certs:        |  |

|         |                   |
|---------|-------------------|
| Filing: | <u>Certified:</u> |
|         | Plain:            |
|         | COGS:             |

|                     |
|---------------------|
| Availability _____  |
| Document _____      |
| Examiner _____      |
| Updater _____       |
| Verifier _____      |
| W.P. Verifier _____ |
| Ref# _____          |

Amount: \$ 78.25

Thank you!

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Mayo Consulting Group, 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:

Sara W. Diehl

\_\_\_\_\_  
Contact Person

Katten Muchin Rosenman LLP

\_\_\_\_\_  
Firm/Company

525 W. Monroe St.

\_\_\_\_\_  
Address

Chicago, IL 60661

\_\_\_\_\_  
City/State and Zip Code

Bob.Mayo@mayo-consultants.com

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

For further information concerning this matter, please call:

Sara W. Diehl

\_\_\_\_\_  
Name of Contact Person

At ( 312 )

577-8501

\_\_\_\_\_  
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**

(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><br>(If known/ applicable) |
|-----------------------------|---------------------|--|
| Mayo Consulting Group, Inc. | Florida             | P17000027860                                     |

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

| <u>Name</u>                 | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|-----------------------------|---------------------|--|
| Mayo Consulting Group, Inc. | Florida             | P17000027860                                     |
| Mayo Consulting Group, Inc. | Illinois            | 66243656   |
|                             |                     |  |
|                             |                     |  |
|                             |                     |  |

**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 March 28, 2017.

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 March 28, 2017.

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

Mayo Consulting Group, Inc.

Director \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Robert Mayo, President

Mayo Consulting Group, Inc.

Robert Mayo, President

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan of Merger") is made as of March 28, 2017 by and between Mayo Consulting Group, Inc. an Illinois corporation (the "Merging Corporation"), and Mayo Consulting Group, Inc., a Florida corporation (the "Surviving Corporation") (the Merging Corporation and Surviving Corporation together, the "Merger Parties").

### RECITALS

WHEREAS, the merger is intended to qualify as a non-taxable event under the Internal Revenue Code of 1986, as amended.

WHEREAS, the Surviving Corporation is a business corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the Merging Corporation is a business corporation duly organized and validly existing under the laws of the State of Illinois;

WHEREAS, the sole director and sole shareholder of the Merging Corporation, and the sole director and sole shareholder of the Surviving Corporation, have determined that it is advisable and in the best interests of the Merger Parties that Merging Corporation be merged with and into Surviving Corporation (the "Merger") upon the terms and subject to the conditions set forth in this Plan of Merger and in accordance with the laws of the States of Florida and Illinois.

NOW, THEREFORE, in consideration of the mutual promises and agreements contained herein and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

### AGREEMENT

#### ARTICLE I

##### Merger; Effective Date

1.1 Merger. Merging Corporation shall be merged with and into Surviving Corporation in accordance with the applicable laws of the States of Illinois and Florida.

1.2 Effective Date. The effective date of the Merger shall be March 28, 2017 (the "Effective Date").

1.3 Survival of the Merger. On the Effective Date, the separate existence of Merging Corporation shall cease and Surviving Corporation shall survive the Merger and continue doing business as a Florida corporation.

1.4 Name. The name of Surviving Corporation shall be "Mayo Consulting Group, Inc."

**ARTICLE II**  
**By-Laws; Articles of Incorporation**

2.1 **Bylaws.** On the Effective Date, the bylaws of Merging Corporation shall continue in effect, and shall remain in effect until changed or amended as provided in such bylaws or by the Florida Business Corporations Act.

2.2 **Articles of Incorporation.** On the Effective Date, the articles of incorporation of Surviving Corporation as in effect immediately prior to the Effective Date shall be the articles of incorporation of Surviving Corporation until further changed or amended as provided in such articles of incorporation or by the Florida Business Corporations Act.

**ARTICLE III**  
**Directors & Officers**

The directors of Surviving Corporation immediately prior to the Effective Date shall be the initial directors of Surviving Corporation until their resignation or removal or until their respective successors are duly elected and qualified. The officers of Surviving Corporation immediately prior to the Effective Date shall continue to be the officers of the Surviving Corporation until their resignation or removal or until their respective successors are duly elected or qualified.

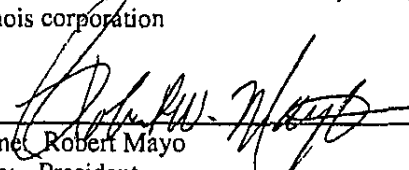
**ARTICLE IV**  
**Manner of Converting**

The manner and basis of converting the issued and outstanding shares of the Merging Corporation into the issued and outstanding shares of the Surviving Corporation shall be as follows: at the Effective Date, (a) all of the issued and outstanding shares of Surviving Corporation issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding and shall be the issued and outstanding shares of the Surviving Corporation, and (b) all of the issued and outstanding shares of Merging Corporation shall be cancelled and no consideration shall be given in exchange therefor.

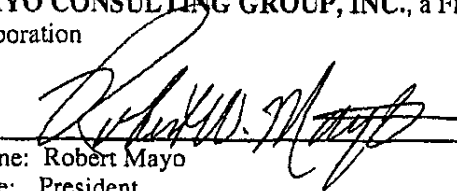
*[Signature page follows.]*

IN WITNESS WHEREOF, each of the Merger Parties executes this Agreement and Plan of Merger on the date and year first above written.

**MAYO CONSULTING GROUP, INC., an**  
Illinois corporation

By:   
Name: Robert Mayo  
Title: President

**MAYO CONSULTING GROUP, INC., a Florida**  
corporation

By:   
Name: Robert Mayo  
Title: President