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To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : VIERA WILLIAMS, P.A.  
Account Number : I20090000023  
Phone : (850) 222-0013  
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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: TSPARKSC@VIERAWILLIAMS.COM

MERGER OR SHARE EXCHANGE  
WILLIAMS & COLEMAN, P.A.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
OF  
VIERA WILLIAMS, P.A.  
WITH AND INTO  
WILLIAMS & COLEMAN, P.A.

The following articles of merger are being submitted in accordance with section 607.1105, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. VIERA WILLIAMS, P.A. 701 East Tennessee Street Tallahassee, FL 32308	Florida	Corporation

Florida Document/Registration Number: P08000014297      FEI Number: 26-1937251

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. WILLIAMS & COLEMAN, P.A. 701 East Tennessee Street Tallahassee, FL 32308	Florida	Corporation

Florida Document/Registration Number: P17000071536      FEI Number: 82-2956432

**THIRD:** The attached Plan of Merger meets the requirements of section 607.1101, Florida Statutes, and was approved by each corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

**FOURTH:** The Board of Directors of each corporation by unanimous consent approved and adopted the plan of merger on the 14<sup>th</sup> day of November, 2017.

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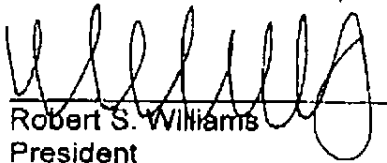
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**FIFTH:** The Shareholders of each corporation by unanimous consent approved and adopted the plan of merger on the 14<sup>th</sup> day of November, 2017.

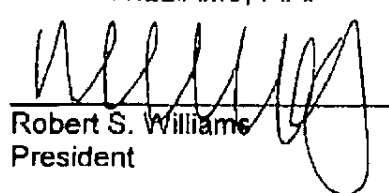
**SIXTH:** The merger shall become effective as of the close of business on Wednesday, November 29, 2017.

**SEVENTH: SIGNATURES FOR EACH PARTY:**

WILLIAMS & COLEMAN, P.A.

  
Robert S. Williams  
President

VIERA WILLIAMS, P.A.

  
Robert S. Williams  
President

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**AGREEMENT AND PLAN OF MERGER  
OF  
VIERA WILLIAMS, P.A.  
WITH AND INTO  
WILLIAMS & COLEMAN, P.A.**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1101 and section 607.1103 is being submitted in accordance with section(s) 607.1105, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
VIERA WILLIAMS, P.A.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
WILLIAMS & COLEMAN, P.A.	Florida

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

a. VIERA WILLIAMS, P.A. shall merge into WILLIAMS & COLEMAN, P.A. and the separate existence of VIERA WILLIAMS, P.A. shall cease in accordance with the applicable provisions of the general corporation law of the State of Florida. WILLIAMS & COLEMAN, P.A. will be the surviving corporation and will continue to be governed by the laws of the State of Florida and the separate corporate existence of WILLIAMS & COLEMAN, P.A., and all of its rights, privileges, immunities as well as all of its duties and liabilities as a corporation organized under the laws of the State of Florida will continue unaffected by the merger.

b. VIERA WILLIAMS, P.A. shall transfer all of its assets to WILLIAMS & COLEMAN, P.A. and WILLIAMS & COLEMAN, P.A. hereby assumes and shall be held responsible for any and all liabilities of VIERA WILLIAMS, P.A.

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**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:

a. On the closing date of the merger, the shareholders of VIERA WILLIAMS, P.A. shall deliver to WILLIAMS & COLEMAN, P.A. the certificates representing all of the outstanding shares of the common stock of VIERA WILLIAMS, P.A., which shall be duly canceled. In return for 1 share of common stock of VIERA WILLIAMS, P.A. each former shareholder of VIERA WILLIAMS, P.A. shall receive 1 new share of common stock of WILLIAMS & COLEMAN, P.A.

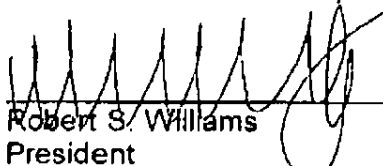
**FIFTH:** Surviving corporation:

a. The Articles of Incorporation of WILLIAMS & COLEMAN, P.A. in effect immediately prior to the effective time of the merger shall be the Articles of Incorporation following the effective date of the merger.

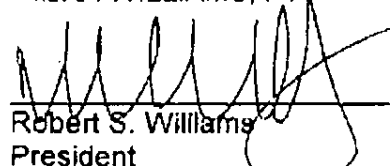
b. The by-laws of WILLIAMS & COLEMAN, P.A. in effect immediately prior to the effective date of this merger shall be the by-laws of WILLIAMS & COLEMAN, P.A., after the effective date of this merger.

c. From and after the effective date of the merger, the Board of Directors of WILLIAMS & COLEMAN, P.A. shall be the Board of Directors of the surviving corporation.

WILLIAMS & COLEMAN, P.A.

  
Robert S. Williams  
President

VIERA WILLIAMS, P.A.

  
Robert S. Williams  
President

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