

P17000086587

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

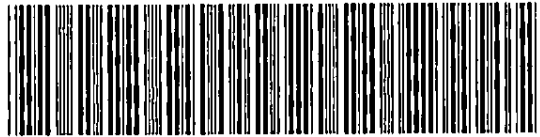
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300305207503

11/05/17--01033--014 **70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 NOV -6 AM 8:39

Mayer

NOV 09 2017

D CUSHING

HINSHAW

& CULBERTSON LLP

Bruce E. Vanyek
(312) 704-3190
bvanyek@hinshawlaw.com

ATTORNEYS AT LAW

222 North LaSalle Street
Suite 300
Chicago, IL 60601-1081

312-704-3000
312-704-3001 (fax)
www.hinshawlaw.com

November 1, 2017

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Alan M. Misale, P.A.
File # 17000086587


Dear Sir or Madam:

Please find enclosed Articles of Merger by which Misale, Firmature & Associates, Inc., an Illinois corporation, shall merge with and into Alan M. Misale, P.A., a Florida corporation.

Also enclosed is a check in the amount of \$70.00 payable to the Florida Department of State in payment of the filing fees. Please file the articles of merger and payment as appropriate.

If you have any questions regarding this matter, please contact me.

HINSHAW & CULBERTSON LLP


Bruce E. Vanyek
Paralegal

/bv
Encl.
cc: Anthony J. Jacob (w/enc.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 NOV -6 AM 8:39

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Alan M. Misale, P.A.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Anthony J. Jacob

Contact Person

Hinshaw & Culbertson LLP

Firm/Company

222 N. LaSalle Street, Suite 300

Address

Chicago, IL 60601

City/State and Zip Code

ajacob@hinshawlaw.com

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

For further information concerning this matter, please call:

Anthony J. Jacob

Name of Contact Person

At (312) 704-3105
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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 NOV -6 AM 8:39

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)
Alan M. Misale, P.A.	Florida	PI7000086587

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Misale, Firmarture & Associates, Inc.	Illinois	Not applicable

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 11 / 20 / 2017 (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 October 27, 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 October 27, 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

Misale, Firmarture &

Prof. T. K. Paul

Alan M. Misale, President

Associates, Inc.

Alan M. Misale, P.A.

Atty. General

Alan M. Misale, President

**AGREEMENT AND PLAN OF MERGER OF
MISALE, FIRMARTURE & ASSOCIATES, INC.
WITH AND INTO
ALAN M. MISALE, P.A.**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger"), is entered into as of the 27th day of October, 2017, by and between Misale, Firmarture & Associates, Inc., an Illinois corporation ("Misale Illinois"), and Alan M. Misale, P.A., a Florida corporation ("Misale Florida").

WHEREAS, Misale Illinois and Misale Florida desire that Misale Illinois should be merged with and into Misale Florida, with Misale Florida thereafter to be possessed of all the estate, property, rights, privileges and franchises of Misale Illinois.

THEREFORE, Misale Illinois and Misale Florida agree as follows:

1. As soon as practicable after the adoption of this Plan of Merger, appropriate documents shall be filed in the offices of the Secretary of State of Illinois and the Department of State of Florida to effectuate the Merger contemplated hereby. The term "Effective Time" as used herein shall mean 12:01 A.M. on November 20, 2017.

2. At the Effective Time, Misale Illinois shall be merged with and into Misale Florida, and the separate corporate existence of Misale Illinois shall cease (such transaction, the "Merger"). Misale Florida shall be the surviving entity, shall continue as a Florida corporation, and it shall continue to be governed by the laws of the State of Florida. (Misale Florida, in such capacity, may be referred to as the "Surviving Entity")

3. The Articles of Incorporation of Misale Florida shall continue as the Articles of Incorporation of the Surviving Entity.

4. The By-Laws of Misale Florida in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Entity. The officers and directors of Misale Illinois holding office immediately prior to the Effective Time shall terminate their respective positions as officers and directors of Misale Illinois.

5. The manner and basis for converting the interests, shares, obligations, or other securities of the capital stock of Misale Illinois and the interests, shares, obligations, or other securities of the capital stock of Misale Florida shall be as follows:

(a) Each share of common stock of Misale Illinois, whether certificated or uncertificated, that is issued and outstanding prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and no consideration or distribution shall be deliverable with respect thereto; and

(b) Each share of common stock of Misale Illinois authorized, but not issued immediately prior to the Effective Time, if any, shall not be deemed to be outstanding and automatically shall, by virtue of the Merger, be canceled and

retired and no consideration or distribution shall be deliverable with respect thereto; and

(c) As the shares of stock of Misale Illinois and Misale Florida are owned by the same shareholder of each company, each share of common stock of Misale Florida that is issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without further action, remain as the issued and outstanding common stock of the Surviving Entity.

6. The Plan of Merger may be amended for any reason at any time prior to the filing of (a) the Articles of Merger, Consolidation or Exchange with the Illinois Secretary of State and (b) the Articles of Merger with the Department of State of Florida, by the Board of Directors of Misale Illinois and the Board of Directors of Misale Florida.


7. The officers of Misale Illinois and Misale Florida shall: (a) make and execute, under the name and authority of their respective business entities, Articles of Merger, Consolidation or Exchange under the Illinois Business Corporation Act and Articles of Merger under the Florida Business Corporation Act and (b) file the same in the offices of the Secretary of State of Illinois and Department of State of Florida.


8. The officers of Misale Illinois and Misale Florida shall do all acts and things whatsoever, whether within or without the States of Illinois or Florida, which may be in any way necessary or proper to effect said Merger.

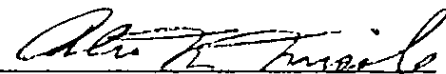
IN WITNESS WHEREOF, Misale Illinois and Misale Florida have caused this Plan of Merger to be signed and attested by their respective officers, as indicated below, as of the date first written above.


MISALE, FIRMARTURE &
ASSOCIATES, INC

ALAN M. MISALE, P.A.

By: 
Alan M. Misale,
Its President

By: 
Alan M. Misale,
Its President

Attest: 
Alan M. Misale,
Its Secretary

Attest: 
Alan M. Misale,
Its Secretary