

P93000068111

Florida Filing & Search Services, Inc.
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12/28/98

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Larkin, Meeder & Schweidel, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

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****70.00 ****70.00

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

EFFECTIVE DATE
12/31/98

RECEIVED

58 DEC 29 PM 3:30

98 DEC 28 PM 3:36

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

LARKIN, MEEDER & SCHWEIDEL/ORLANDO, INC., a FL corp., P93000068111

INTO

LARKIN, MEEDER & SCHWEIDEL, INC., a Texas corporation not qualified in
Florida.

File date: December 28, 1998, effective December 31, 1998

Corporate Specialist: Susan Payne

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**ARTICLES OF MERGER
OF
LARKIN, MEEDER & SCHWEIDEL/ORLANDO, INC.
AND
LARKIN, MEEDER & SCHWEIDEL, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 28 PM 3: 36

TO: DEPARTMENT OF STATE
THE STATE OF FLORIDA

EFFECTIVE DATE
12/21/98

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger ("Articles of Merger"):

FIRST: Annexed hereto and made a part hereof is the Plan of Merger ("Plan of Merger") merging Larkin, Meeder & Schweidel/Orlando, Inc., a Florida corporation with and into Larkin, Meeder & Schweidel, Inc., a Texas corporation.

SECOND: The shareholders entitled to vote on the aforesaid Plan of Merger of Larkin, Meeder & Schweidel/Orlando, Inc. approved and adopted the Plan of Merger by unanimous written consent on December 18, 1998.

THIRD: The shareholders of Larkin, Meeder & Schweidel, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by unanimous written consent given by them on December 18, 1998 in accordance with the provisions of Sections 607.0704 of the Florida Business Corporation Act.

FOURTH: The merger ("Merger") of Larkin, Meeder & Schweidel/Orlando, Inc. with and into Larkin, Meeder & Schweidel, Inc. is permitted by the laws of the jurisdiction of organization of Larkin, Meeder & Schweidel, Inc. and has been authorized in compliance with said laws.


EXECUTED on this 18 day December, 1998.

**LARKIN, MEEDER & SCHWEIDEL/ORLANDO,
INC., a Florida corporation**


By: _____

Carl Larkin, President

ATTEST:


William E. Meeker, Secretary

LARKIN, MEEDER & SCHWEIDEL, INC.,
a Texas corporation

By: 
Carl Larkin, President


ATTEST:

William E. Meeder, Secretary

EXHIBIT A

**PLAN OF MERGER
OF
LARKIN, MEEDER & SCHWEIDEL/ORLANDO, INC.
AND
LARKIN, MEEDER & SCHWEIDEL, INC.**

1. The names and states of domicile of the entities that are parties to the merger (the "Merger") are:
 - (a) Larkin, Meeder & Schweidel/Orlando, Inc., a Florida corporation; and
 - (b) Larkin, Meeder & Schweidel, Inc., a Texas corporation.
2. 100% of the outstanding stock of Larkin, Meeder & Schweidel/Orlando, Inc. is held by Carl Larkin, William E. Meeder and Kim Schweidel.
3. The name of the entity that shall survive the Merger is Larkin, Meeder & Schweidel, Inc.
4. No new entity is to be created by the terms of this Plan of Merger.
5. The terms and conditions of the Merger are as follows:
 - (a) The Merger shall be effective at 11:30 p.m. December 31, 1998 ("Effective Time").
 - (b) Effective as of the Effective Time, Larkin, Meeder & Schweidel/Orlando, Inc. shall be merged with and into Larkin, Meeder & Schweidel, Inc., the separate existence of Larkin, Meeder & Schweidel/Orlando, Inc. shall cease, and Larkin, Meeder & Schweidel, Inc. shall be the surviving entity of the Merger ("Surviving Entity").
 - (c) The Surviving Entity shall be responsible for the franchise taxes.
6. The manner and basis of converting the ownership interests in the entities that are parties to the Merger are as follows:
 - (a) The shares in Larkin, Meeder & Schweidel, Inc. outstanding immediately prior to the Effective Time shall continue to be the issued and outstanding membership interests of the Surviving Entity.
 - (b) Effective as of the Effective Time, each share in Larkin, Meeder & Schweidel/Orlando, Inc. outstanding immediately prior to the Effective Time and all rights in respect thereof shall, without any action on the part of the holder thereof, be automatically canceled.

7. The Articles of Incorporation of Larkin, Meeder & Schweidel, Inc. in effect at the Effective Time shall continue as the Articles of Incorporation of the Surviving Entity.

**CERTIFICATE OF MERGER
OF
LARKIN, MEEDER & SCHWEIDEL/ORLANDO, INC.
AND
LARKIN, MEEDER & SCHWEIDEL, INC.**

The undersigned do hereby state and certify that:

1. The constituent corporations are Larkin, Meeder & Schweidel, a Texas corporation (the "Acquiring Corporation") and Larkin, Meeder & Schweidel/Orlando, Inc., a Florida corporation (the "Non-Surviving Corporation").
2. An Agreement of Merger ("Agreement of Merger") has been approved, adopted, certified, executed and acknowledged, as of December 18, 1998, by and between the Surviving Corporation and the Non-Surviving Corporation, all in accordance with Section 5.01 of the Texas Business Corporation Law.
3. The Acquiring Corporation is the Surviving Corporation and its name shall remain Larkin, Meeder & Schweidel, Inc.
4. No amendments to the Certificate of Incorporation of the Acquiring Corporation are required by the Agreement of Merger and following the merger ("Merger") the Certificate of Incorporation of the Acquiring Corporation shall be its Certificate of Incorporation.
5. The executed Agreement of Merger is on file at the principal place of business of the Acquiring Corporation, which principal place of business is 2501 Cedar Springs Road, 4th Floor Dallas, Texas 75201.
6. A copy of the executed Agreement of Merger will be furnished by the Acquiring Corporation, on request and without any cost, to any stockholder of the Non-Surviving Corporation or any stockholder of the Acquiring Corporation.
7. The Non-Surviving Corporation's capitalization consists of 10,000 shares of \$.01 par value Common Stock.

On the date set forth below, in Dallas, Texas the undersigned does hereby declare under the penalty of perjury that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

EXECUTED as of December 18, 1998

**LARKIN, MEEDER & SCHWEIDEL/ORLANDO,
INC., a Florida corporation**

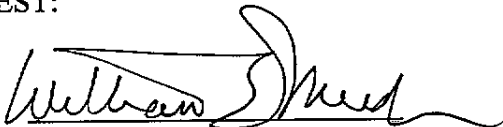
By:



Carl Larkin, President

ATTEST:

By:



William Meeder, Secretary

**LARKIN, MEEDER & SCHWEIDEL, INC.,
a Texas corporation**


By:



Carl Larkin, President

ATTEST:

By:



William Meeder, Secretary

**CONSENT OF SHAREHOLDERS
OF
LARKIN, MEEDER & SCHWEIDEL/ORLANDO, INC.**

December 18, 1998

Pursuant to the Florida Business Corporation Act and the Bylaws of Larkin, Meeder & Schweidel/Orlando, Inc. (the "Corporation") the undersigned, being all of the Shareholders of the Corporation, a Florida corporation, hereby waive notice of meeting and consent to, vote in favor of, and adopt the following resolutions without a meeting:

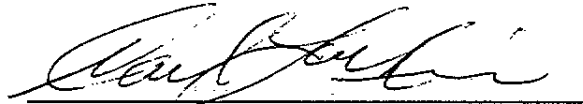
RESOLVED, that it is in the best interests of the Corporation to merge ("Merge") with and into Larkin, Meeder & Schweidel, Inc., a Texas corporation, and further

RESOLVED, that Larkin, Meeder & Schweidel, Inc. merge with the Corporation, with Larkin, Meeder & Schweidel, Inc. surviving, and the effective date of the merger ("Merger") being December 31, 1998; and further

RESOLVED, that in connection with such Merger, the Corporation adopt a Plan of Merger, which is attached to this Consent of Shareholders containing such terms and conditions as the officers of the Corporation may deem necessary or appropriate to effect the Merger; and further

RESOLVED, that the officers and directors of the Corporation be, and each is hereby authorized, empowered and directed, for and on behalf of the Corporation to execute and deliver such documents and instruments as each officer may deem necessary or advisable in connection with the Merger with Larkin, Meeder & Schweidel, Inc.

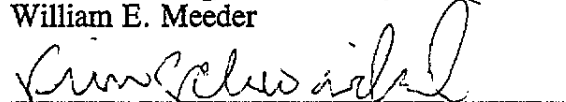
IN WITNESS WHEREOF, the undersigned have hereto set their hands on the 18 day of December, 1998.



Carl Larkin



William E. Meeder



Kim Schweidel

**UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS
OF
LARKIN, MEEDER & SCHWEIDEL/ORLANDO, INC.**

The undersigned, constituting all of the Directors of Larkin, Meeder & Schweidel/Orlando, Inc., a Florida business corporation (the "Corporation"), do hereby make and give their respective written consent to those actions described below and herein authorized.

Recommendation of Merger

WHEREAS, this Board of Directors has reviewed a proposed Plan and Agreement of Merger (the "Plan of Merger"), a copy of which is attached to this Unanimous Consent, whereby the Corporation, would be merged with and into Larkin, Meeder & Schweidel, Inc., a Texas corporation.

WHEREAS, this Board of Directors has determined that the proposed merger ("Merger"), upon the terms and conditions set forth in the Plan of Merger, should be recommended to the shareholders of the Corporation;

NOW THEREFORE, RESOLVED, that the Plan of Merger is hereby approved and is hereby recommended for approval to the shareholders of the Corporation;

RESOLVED FURTHER, that the Corporation solicit the unanimous consent from, or hold a special meeting of, its shareholders for purpose of approving the Plan of Merger;

RESOLVED FURTHER, that the form of Articles of Merger attached to this Unanimous Consent are hereby approved;

Authority to Implement Resolutions

RESOLVED, that the President of the Corporation is hereby authorized and directed to do all things necessary and incidental to the submission of the Plan of Merger to the Shareholders of the Corporation;

RESOLVED FURTHER, that if the Plan of Merger is approved by the holders of a requisite number of shares of the Corporation, then the Plan of Merger shall be resubmitted to this Board of Directors for final consideration and review;

RESOLVED FURTHER, that only upon such final consideration and review will the officers of the Corporation be authorized and directed to take such further action as shall be reasonably required and necessary to execute, deliver and file the Plan of Merger and the Articles of Merger incidental thereto.

Counterparts

RESOLVED, that these Resolutions may be executed in two or more multiple counterparts, each of which shall be deemed an original but all of which taken together shall constitute one and the same instrument. A facsimile signature to this Resolution shall also be deemed acceptable as an original signature.

Effective Date

RESOLVED, that the Resolutions contained herein shall become effective as of December 31, 1998, upon the date on which all of the Directors shall have executed this Unanimous Consent.

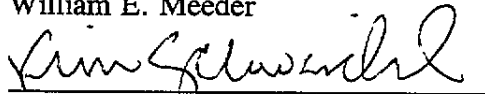
DIRECTORS:



Carl Larkin



William E. Meeder



Kim Schweidel