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TALLAHASSEE, FLORIDA

# Withrow, McQuade & Olsen, LLP

ATTORNEYS AT LAW

404.814.0037  
swithrow@wmolaw.com

December 31, 2004

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
Attn: Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32399

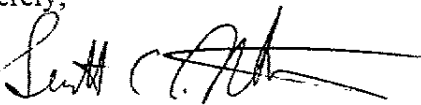
Re: *Articles of Merger of Harper Partners, Inc. (Florida corporation) and Aiken Harper Partners, Inc. (Georgia Corporation) (the "Companies")*

Dear Sir or Madam:

Enclosed for filing in your office are: (i) a Transmittal Letter; (ii) an original Articles of Merger of the above-referenced Companies; (iii) an original Plan and Agreement of Merger; and (iv) a check made payable to the Department of State in the amount of \$70.00 in payment of the filing fee.

Please process the enclosed and return a Letter of Acknowledgment to me, as noted on the Transmittal Letter via overnight delivery in the enclosed, self-addressed Federal Express envelope. If you have any questions, please do not hesitate to contact the undersigned. Thank you for your assistance with this matter.

Sincerely,



Scott C. Withrow

Enclosures

cc: Mr. David Harper (w/ enclosures)

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Harper Partners, Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Scott C. Withrow

(Name of person)

Withrow, McQuade & Olsen, LLP

(Name of firm/company)

3379 Peachtree Road, NE, Suite 970

(Address)

Atlanta, Georgia 30326

(City/state and zip code)

For further information concerning this matter, please call:

Scott C. Withrow

(Name of person)

at ( 404 ) 814-0037

(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**ARTICLES OF MERGER  
OF  
HARPER PARTNERS, INC.  
AND  
AIKEN HARPER PARTNERS, INC.  
AND  
AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
HARPER PARTNERS, INC.**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the applicable provisions of the Georgia Business Corporation Code and the Florida Business Corporation Act, the undersigned entities hereby adopt the following Articles of Merger:

**Article I**

The names and jurisdictions of organization or formation of each constituent merging business entity are:

<u>Name of Business Entity</u>	<u>State of Formation</u>
Harper Partners, Inc.	Florida
Aiken Harper Partners, Inc.	Georgia

**Article II**

The laws of the State of Georgia, pursuant to Section 14-2-1107 of the Georgia Business Corporation Code, and the laws of the State of Florida pursuant to Section 607.1107 of the Florida Business Corporation Act, permit a merger between the constituent business entities.

**Article III**

The name of the surviving business entity into which the constituent business entities are merging is Harper Partners, Inc., a Florida corporation.

**Article IV**

The executed Plan of Merger is attached hereto as Exhibit A and incorporated herein by this reference.

**Article V**

The Plan of Merger and Amendment and Restatement of Articles of Incorporation has been duly authorized and approved by the shareholders of Harper Partners, Inc., a Florida corporation, in

accordance with the Florida Business Corporation Act on the 28<sup>th</sup> day of December, 2004. The number of votes cast for the Amendment and Restatement of Articles of Incorporation was sufficient for approval.

#### **Article VI**

The Plan of Merger and Amendment and Restatement of Articles of Incorporation has been duly authorized and approved by the shareholders of Aiken Harper Partners, Inc., in accordance with the Georgia Business Corporation Code on the 28<sup>th</sup> day of December, 2004.

#### **Article VII**

Harper Partners, Inc., the surviving business entity, hereby amends and restates its Articles of Incorporation as follows:

### **"AMENDED AND RESTATED ARTICLES OF INCORPORATION OF HARPER PARTNERS, INC.**

#### **I.**

The name of the Corporation is: **HARPER AIKEN PARTNERS, INC.**

#### **II.**

The purpose of the Corporation is to engage in the practice of architecture.

#### **III.**

The registered office of the Corporation is at 201 Alhambra Circle, Suite 800, Coral Gables, Florida 33134. The registered agent of the Corporation at such address is David M. Harper.

#### **IV.**

The mailing address of the principal office of the Corporation is 201 Alhambra Circle, Suite 800, Coral Gables, Florida 33134.

#### **V.**

The Corporation shall have authority to issue up to 1,000,000 shares of stock. The stock shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

## **VI.**

The liability of a director of the Corporation to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director shall be limited to the fullest extent permitted under the Florida Business Corporation Act, as amended ("Act"); including, but not limited to, the provisions of Section 607.0831 of the Act, as amended.

## **VII.**

In discharging their duties and in determining what is believed to be in the best interests of the Corporation, the directors of the Corporation may consider all factors that such directors consider pertinent to the fullest extent permitted under the Act; including, but not limited to, the provisions of Section 607.0830 of the Act, as amended.

## **VIII.**

The Corporation shall indemnify a director made a party to a proceeding, and shall advance or reimburse expenses incurred in a proceeding, including a proceeding brought by or in the right of the Corporation, to the fullest extent permitted under the Act; including, but not limited to, the provisions of Section 607.0850 of the Act, as amended.

## **IX.**

All shareholders are entitled to cumulate their votes for directors. At all elections for directors each shareholder shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of directors to be elected, and each shareholder may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit."

## **Article X**

The merger and Amended and Restated Articles of Incorporation shall become effective for all purposes upon January 1, 2005.

**[SIGNATURES APPEAR ON FOLLOWING PAGE]**

**IN WITNESS WHEREOF**, the undersigned business entities have caused these Articles of Merger to be signed by their duly authorized officers as of the 28<sup>th</sup> day of December, 2004.

**HARPER PARTNERS, INC.**, a Florida corporation

By: \_\_\_\_\_

David M. Harper, Chairman & CEO

**AIKEN HARPER PARTNERS, INC.**, a Georgia corporation

By: \_\_\_\_\_

David M. Harper, Chairman & CEO

EXHIBIT A

**PLAN AND AGREEMENT OF MERGER  
BY AND BETWEEN  
HARPER PARTNERS, INC.  
AND  
AIKEN HARPER PARTNERS, INC.**

This Plan and Agreement of Merger is made and entered into as of the 28<sup>th</sup> day of December, 2004, and effective as of the 1<sup>st</sup> day of January, 2005, by and among **HARPER PARTNERS, INC.**, a Florida corporation ("Surviving Constituent") and **AIKEN HARPER PARTNERS, INC.** a Georgia corporation (an "Acquired Constituent") (said entities sometimes hereinafter collectively referred to as the "Constituent Entities").

**WITNESSETH**

**WHEREAS**, the Boards of Directors of the Constituent Entities deem it advisable that the Acquired Constituent be merged into the Surviving Constituent on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the Georgia Business Corporation Code and Florida Business Corporation Act;

**NOW THEREFORE**, in consideration of the agreements, covenants and provisions hereinafter contained, the Constituent Entities do hereby agree as follows:

**Article I**

The Constituents shall be merged into a single corporation in accordance with the Georgia Business Corporation Code and Florida Business Corporation Act, by the Acquired Constituent merging into Surviving Constituent, which shall be the surviving entity.

**Article II**

The merger shall become effective upon January 1, 2005 (the "Effective Time of Merger").

1. The Constituent Entities shall be a single corporation, which shall be the Surviving Constituent, and the separate existence of the Acquired Constituent shall cease;
2. The title to all real estate and other property owned by each Constituent Entity is vested in the Surviving Constituent without reservation or impairment;
3. The Surviving Constituent shall have all the liabilities of the Acquired Constituent;
4. A proceeding pending against the Acquired Constituent may be continued as if the merger did not occur or the Surviving Constituent may be substituted in the proceeding for the Acquired Constituent, whose existence ceased;
5. Neither the rights of creditors nor any liens on the property of the Constituent Entities shall be impaired by the merger;

EXHIBIT A



6. The Articles of Incorporation of the Surviving Constituent as amended and restated pursuant to the Articles of Merger dated even date herewith shall be and constitute the Articles of Incorporation of the Surviving Constituent;
7. The Bylaws of the Surviving Constituent existing immediately prior to the Effective Time of Merger shall be and constitute the Bylaws of the Surviving Constituent.

### **Article III**

At the Effective Time of Merger, by virtue of the merger and without further action on the part of the Acquired Constituent or the Surviving Constituent, the outstanding shares of the Acquired Constituent and of the Surviving Constituent shall be cancelled. Shares in the Surviving Constituent shall be issued by virtue of the merger and without further action on the part of Surviving Constituent as follows:

David M. Harper	11,750 shares
Stewart W. Aiken	4,750 shares
Richard A. Aiken	4,000 shares
Kevin Donahue	3,750 shares

### **Article IV**

Surviving Constituent shall pay all expenses of carrying this Plan and Agreement of Merger into effect and accomplishing the merger provided for herein.

### **Article V**

At any time Surviving Constituent shall consider or be advised that further assignment or assurance in law is necessary or desirable to vest in Surviving Constituent the title to any property or rights of the Acquired Constituent, proper directors and officers of the Acquired Constituent shall, and will execute and make all such proper assignments and assurances in law and do all things necessary and proper to thus vest such property and rights in Surviving Constituent and otherwise to carry out the purposes of this Plan and Agreement of Merger.

### **Article VI**

Notwithstanding anything herein or elsewhere to the contrary, this Plan and Agreement of Merger may be abandoned by any Constituent Entity by an appropriate resolution of the Board of Directors of any Constituent Entity at any time prior to its approval or adoption by the shareholders thereof, or by the mutual consent of the Constituent Entities evidenced by the resolutions approved by seventy-five percent (75%) of the Board of Directors of each Constituent Entity, at any time prior to the Effective Time of Merger.

**[SIGNATURES APPEAR ON FOLLOWING PAGE]**

IN WITNESS WHEREOF, Acquired Constituents and Surviving Constituent, pursuant to the approval duly given by resolutions adopted by their Boards of Directors and shareholders, have caused this Plan and Agreement of Merger to be executed by their duly authorized officers on the 28<sup>th</sup> day of December, 2004, with a delayed effective date of January 1, 2005.

**ACQUIRED CONSTITUENT:**

**AIKEN HARPER PARTNERS, INC.,** a  
Georgia corporation

By:   
David M. Harper, Chairman & CEO

**SURVIVING CONSTITUENT:**

**HARPER PARTNERS, INC.,** a Florida  
corporation

By:   
David M. Harper, Chairman & CEO