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12/27/10--01038--010 \*\*43.75

01/06/11--01002--010 \*\*35.00

Effective date  
12-31-10

Merge  
Tlewis  
1-6-11

FILED  
2010 DEC 27 P 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Marchand Faries Financial Management, 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:

Sharon L. Palmer, ACP, FRP

Contact Person

Marks Gray, PA

Firm/Company

1200 Riverplace Blvd, Suite 800

Address

Jacksonville, FL 32207

City/State and Zip Code

spalmer@marksgray.com

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

For further information concerning this matter, please call:

Sharon L. Palmer

Name of Contact Person

At ( 904 )

807-2169

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



SHARON L. PALMER, ACP, FRP  
Certified Paralegal  
email: spalmer@marksgray.com  
tel: 904.807.2169  
fax: 904.399.8440

January 4, 2011

VIA FEDEX

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Attention: Thelma Lewis

Re: Marchand Faries Financial Management, Inc.

Dear Ms. Lewis:

As you requested earlier today, I am enclosing a copy of the Plan of Merger together with our firm check in the amount of \$35.00

Please file the Articles of Merger immediately with a December 31, 2010 effective date, and return a certified copy of the filed documents to me in the envelope provided.

Thank you for your prompt attention to this matter. Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Sharon L. Palmer", is written over a horizontal line.

Sharon L. Palmer, ACP, FRP  
Certified Paralegal to John R. Crawford  
Florida Registered Paralegal

:sp  
Enclosures

[■]  
**MarksGray**  
LAWYERS FOR ENTERPRISE<sup>SM</sup>

SHARON L. PALMER, ACP, FRP  
Certified Paralegal  
email: [spalmer@marksgray.com](mailto:spalmer@marksgray.com)  
tel: 904.807.2169  
fax: 904.399.8440

December 23, 2010

Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Marchand Faries Financial Management, Inc.

Dear Sir/Madam:

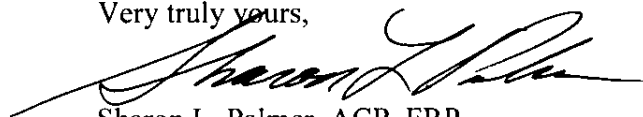
Enclosed please find the following:

1. Secretary of State Cover Letter;
2. Articles of Merger of Wealth, Inc., into Marchand Faries Financial Management, Inc.;
3. Our firm check in the amount of \$43.75; and
4. Self-addressed, stamped envelope.

Please file the Articles of Merger with an effective date of December 31, 2010, and return a certified copy of the filed documents to me in the envelope provided.

Thank you for your prompt attention to this matter. Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,



Sharon L. Palmer, ACP, FRP  
Certified Paralegal to John R. Crawford  
Florida Registered Paralegal

:sp  
Enclosures

**ARTICLES OF MERGER**  
**of**  
**WEALTH INC., A FLORIDA CORPORATION**  
**into**  
**MARCHAND FARIES FINANCIAL MANAGEMENT, INC., A FLORIDA**  
**CORPORATION**

**FILED**  
2010 DEC 27 P 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are entered into as of the date set forth herein by and between WEALTH INC., a Florida corporation, and MARCHAND FARIES FINANCIAL MANAGEMENT, INC., a Florida corporation.

Pursuant to Section 607.1109, Florida Statutes, Wealth Inc., a Florida corporation, and Marchand Faries Financial Management, Inc., a Florida corporation, adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 6, 2010, ("Plan of Merger"), by and between Wealth Inc., a Florida corporation ("Wealth") and Marchand Faries Financial Management, Inc., a Florida corporation ("Marchand Faries"), has been approved by both Wealth and Marchand Faries in accordance with laws of the State of Florida. The Plan of Merger was approved and adopted by the Board of Directors and shareholders of Wealth on December 6, 2010. The Plan of Merger was adopted by the Board of Directors and shareholders of Marchand Faries on December 6, 2010.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of Wealth will be acquired by means of a merger of Wealth with Marchand Faries, Marchand Faries being the surviving corporation. Each share of stock of Wealth will be cancelled since the share ownership of each company is identical.
3. The date and time of the effectiveness of the Merger/Share Exchange shall be upon the filing of these Articles of Merger with the Secretary of State of Florida, with an effective date of December 31, 2010.

IN WITNESS WHEREOF, the parties have set their hands and caused their seals to be affixed this 6th day of December, 2010.

WEALTH INC., a Florida corporation

By: Jane E. Marchand

Its President

Attest: Stephen J. Faries

Its Secretary

(Corporate Seal)

MARCHAND FARIES FINANCIAL  
MANAGEMENT, INC., a Florida corporation

By: Jane E. Marchand  
Its President

Attest: Stephen T. Faries  
Its Secretary

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Jane E. Marchand, and Stephen T. Faries, who are each ☐ personally known to me or who have each produced a ☒ Florida driver's license or ☐ FL20453515530, FL20198412880 as identification, and who executed the foregoing certificate as President and as Secretary, respectively, of Wealth Inc., a Florida corporation, and who personally acknowledged to and before me that they executed the same in such capacities as the act and deed of said corporation.

WITNESS my hand and official seal in said County and State this 6<sup>th</sup> day of December, 2010.

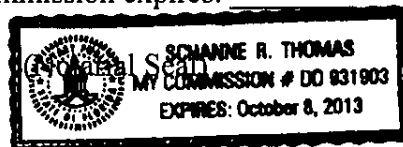
Schannne R. Thomas  
Signature of Notary Public

Schannne R. Thomas

Printed Name of Notary Public

Notary Public, State of Florida

My commission expires:



STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Jane E. Marchand, and Stephen T. Faries, who are each ☐ personally known to me or who have each produced a ☒ Florida driver's license or ☐ FL20453515530, FL20198412880 as identification, and who executed the foregoing certificate

as President and Secretary, respectively, of Marchand Faries Financial Management, Inc., a Florida corporation, and who personally acknowledged to and before me that they executed the same in such capacities as the act and deed of said corporation.

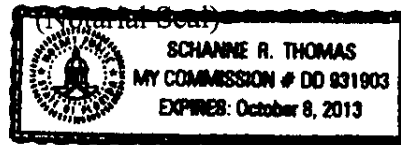
WITNESS my hand and official seal in said County and State this 6<sup>th</sup> day of December, 2010.

Schannne R Thomas  
Signature of Notary Public

Schannne R Thomas  
Printed Name of Notary Public

Notary Public, State of Florida

My commission expires: \_\_\_\_\_



**PLAN OF MERGER OF  
Wealth Inc., a Florida Corporation  
with and into  
Marchand Faries Financial Management, Inc., a Florida Corporation**

**WHEREAS**, the Articles of Incorporation of Wealth Inc., a Florida corporation ("Wealth") presently authorize the issuance of one thousand (1000) shares of Common Stock, par value \$5.00 per share, all of which are of one class, and of which one thousand (1000) shares are presently outstanding; and

**WHEREAS**, the Articles of Incorporation of Marchand Faries Financial Management, Inc., a Florida corporation (Marchand Faries) presently authorize the issuance of five hundred (500) shares of Common Stock, par value \$1.00 per share, all of which are of one class, and of which two hundred (200) shares are presently outstanding; and

**WHEREAS**, Wealth and Marchand Faries and both their shareholders and the Board of Directors desire to adopt a plan of merger merging the Wealth into Marchand Faries in a tax free "merger" within the meaning of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended; and

**WHEREAS**, the constituent corporations and the shareholders of Wealth deem it advisable to convert each share of the outstanding Common Stock of the Florida corporation into the same number of shares of Common Stock of Marchand Faries.

**NOW, THEREFORE, BE IT RESOLVED** as follows:

**ARTICLE I**

Wealth Inc. shall be merged into Marchand Faries Financial Management, Inc., with Marchand Faries being the surviving corporation in the merger.



## ***ARTICLE II***

**Section 1.** As used herein, the term "Effective Date" means December 31, 2010.

**Section 2.** On the Effective Date, all shares of the existing Common Stock of Wealth then outstanding shall be canceled and shall be exchanged on the books of the corporation for one (1) share of the Common Stock of Marchand Faries.

## ***ARTICLE III***

Upon the Effective Date:

(a) All rights of the holders of shares of the then outstanding Common Stock as shareholders of Wealth shall cease and such shares shall be canceled and deemed to be no longer outstanding. Since the identical share ownership exists in both Marchand Faries and Wealth, the shares of the outstanding common stock of Wealth shall be represented by the shares of Marchand Faries, already issued and outstanding, and no new shares of Marchand Faries shall be issued;

(b) Wealth Inc. shall cease to exist and shall be consolidated with Marchand Faries Financial Management, Inc.;

(c) The capital represented by the shares of the outstanding Common Stock of Wealth shall continue to be represented by the shares of Common Stock of Marchand Faries issued and outstanding;

(d) The issued and outstanding shares of Marchand Faries shall remain at two hundred (200) shares of Common Stock, par value \$1.00 per share; and

(e) The Board of Directors of each of the constituent corporations shall have the power to take such further action as they shall deem necessary, proper or advisable with respect to the foregoing merger and exchange of shares.

**ARTICLE IV**

Upon this Plan being adopted by the Board of Directors and the shareholders of Wealth, and by the Board of Directors of Marchand Faries, the President and Secretary of each of the corporations are directed to execute, acknowledge and file in the office of the Secretary of State of the State of Florida a certificate or certification of the action taken by the Directors and Shareholders of the corporation with respect to such matters, all in the form and the manner prescribed by law.

IN WITNESS WHEREOF, this Plan of Merger has been executed by each of the undersigned on the 6th day of December, 2010.

WEALTH INC., a Florida corporation

By: Jane E. Marchand

Its President

Attest: Stephen J. Faries

Its Secretary

(Corporate Seal)

MARCHAND FARIES FINANCIAL  
MANAGEMENT, INC., a Florida corporation

By: Jane E. Marchand

Its President

Attest: Stephen J. Faries

Its Secretary

(Corporate Seal)