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**MERGER OR SHARE EXCHANGE**

**DIX . LATHROP AND ASSOCIATES, INC.**

Certificate of Status	0
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**ARTICLES OF MERGER OF  
DIX · LATHROP AND ASSOCIATES, INC.  
WITH AND INTO  
DIX · LATHROP AND ASSOCIATES HOLDING, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

**ARTICLE I - PLAN OF MERGER**

The Plan of Merger of DIX · LATHROP AND ASSOCIATES, INC., a Florida corporation, with and into DIX · LATHROP AND ASSOCIATES HOLDING, INC., a Florida corporation, with DIX · LATHROP AND ASSOCIATES HOLDING, INC. being the surviving corporation, is set forth in **Exhibit A** attached hereto and made a part hereof.

**ARTICLE II - ADOPTION OF PLAN OF MERGER**

The Plan of Merger was approved by the shareholders and the Board of Directors of each corporation by resolutions adopted by Written Consents dated effective as of March 11, 2008.

**ARTICLES III - EFFECTIVE DATE OF MERGER**

The effective date of the Merger shall be the date of filing the Articles of Merger with the Florida Department of State.

DATED effective as of March 11, 2008.

**DIX · LATHROP AND ASSOCIATES, INC.**

**DIX · LATHROP AND ASSOCIATES  
HOLDING, INC.**

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

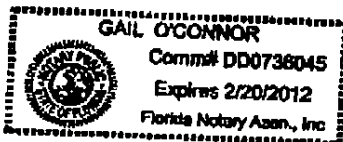
Jeffrey C. Dix, President

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

Jeffrey C. Dix, President

**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 11 day of March, 2008, by JEFFREY C. DIX, as President of DIX · LATHROP AND ASSOCIATES, INC., a Florida corporation, and DIX · LATHROP AND ASSOCIATES HOLDING, INC., a Florida corporation, on behalf of said corporations. Said person (check one): ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: \_\_\_\_\_



Print Name: Gail O'Connor  
Notary Public, State of Florida  
Commission No.: DD0736045  
My Commission Expires: 2/20/2012

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**EXHIBIT A**

**PLAN OF MERGER  
OF  
DIX · LATHROP AND ASSOCIATES, INC.  
WITH AND INTO  
DIX · LATHROP AND ASSOCIATES HOLDING, INC.**

1. DIX · LATHROP AND ASSOCIATES, INC., a Florida corporation ("Associates"), shall merge with and into DIX · LATHROP AND ASSOCIATES HOLDING, INC., a Florida corporation ("Holding"), with Holding as the surviving corporation.

2. Upon the consummation of the merger of Associates with and into Holding, the separate existence of Associates shall cease. Holding, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Holding shall not be affected by the merger and upon the merger, Holding, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Associates prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Associates shall be preserved and remain unimpaired by the merger, all liens upon the properties of Associates shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Associates shall henceforth attach to Holding and may be enforced against Holding to the same extent as if such obligations and duties have been incurred by Holding. Additionally, any existing claim or action or proceeding pending by or against Associates or Holding may be continued as if the merger did not occur or Holding may be substituted in such proceedings for Associates.

3. The manner and basis of converting the shares of Associates and Holding into shares of Holding are as follows:

On the effective date of the merger, each share of common stock, \$1.00 par value, of Holding issued and outstanding immediately prior to the merger shall remain outstanding, and each share of common stock, \$1.00 par value, of Associates issued and outstanding immediately prior to the merger, shall be cancelled and all certificates representing such shares of stock shall be cancelled.

4. The Articles of Incorporation of Holding in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of Holding, except that Article I of the Articles of Incorporation of Holding shall be amended in its entirety to read as follows:

**"ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Dix · Lathrop and Associates, Inc."

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5. The Bylaws of Holding in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Bylaws of Holding, except that the name of Holding shall be changed to "DIX · LATHROP AND ASSOCIATES, INC."

6. The effective date of the merger shall be the date of filing of the Articles of Merger with the Florida Department of State.

7. The transactions described in this Plan of Merger are intended to qualify as a tax free transaction by reason of Associates constituting a qualified subchapter S subsidiary under Section 1361(b)(3)(B) of the Internal Revenue Code of 1986, as amended, immediately prior to the merger into Holding, which owns 100% of the outstanding stock of Associates.

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