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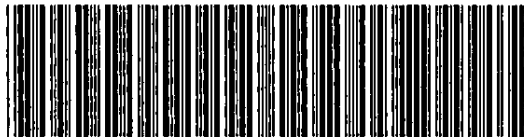
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF

ROBERT C. BURKE, JR., P.A.

412 E. TARPON AVENUE
TARPON SPRINGS, FL 34689
TELEPHONE (727) 939-4900
FAX (727) 939-4966

EMail: bob@rcburkepa.com

Of Counsel to:
Richards, Gilkey, Fite,
Slaughter, Pratesi & Ward, P.A.
1253 Park St., Clearwater, FL 33756

January 9, 2013

VIA FEDEX

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

RE: Davidson, Jamieson & Associates, C.P.A.'s, P.A./Richard A. Cristini, CPA, P.A.
Our File No. 10,964.04.6.001

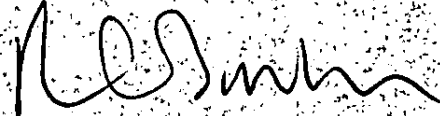
Gentlemen:

Enclosed please find Articles of Merger and Plan of Merger regarding the above referenced corporations.

Further enclosed is a check in the amount of \$70 to cover your filing fee.

Sincerely,

ROBERT C. BURKE, JR., P.A.



Robert C. Burke, Jr.

RCB/cg

Enclosures

13 department of state 01 ltr

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**ARTICLES OF MERGER
(Profit Corporations)**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Davidson, Jamieson & Associates, C.P.A.'s, P.A.	Florida	P96000099038

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Richard A. Cristini, CPA, P.A.	Florida	P01000069014

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on January 1, 2012 for tax purposes, and otherwise effective on the date that the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation - The Plan of Merger was adopted by the shareholders of the surviving corporation effective January 1, 2012.

Sixth: Adoption of Merger by merging corporation - The Plan of Merger was adopted by the shareholders of the merging corporation effective January 1, 2012.


Seventh: Signatures for each corporation.

Surviving Corporation
DAVIDSON, JAMIESON & ASSOCIATES,
C.P.A.'S, P.A.

By: 
John N. Davidson, President

(Corporate Seal)

Merging Corporation
RICHARD A. CRISTINI, CPA, P.A.

By: 
Richard A. Cristini, President

(Corporate Seal)

PLAN OF MERGER

THIS PLAN OF MERGER dated effective this 1st day of January, 2012 pursuant to Florida Chapter 607.1101 of the general corporation laws of the State of Florida, between **RICHARD A. CRISTINI, CPA, P.A.**, a Florida professional association, hereinafter referred to as the "Acquired Corporation" and **DAVIDSON, JAMIESON & ASSOCIATES, C.P.A.'S, P.A.**, a Florida professional association, hereinafter referred to as the "Surviving Corporation".

W I T N E S S E T H:

WHEREAS, the two (2) constituent corporations desire to enter into this Plan of Merger for the purpose of merging them into one of such corporations; and

WHEREAS, the Acquired Corporation, by its Certificate of Incorporation which was filed in the offices of the Secretary of State, State of Florida, on the 12th day of July, 2001, has an authorized capital stock consisting of one thousand (1,000) shares of common stock having a par value of \$1 per share, and of which one hundred (100) shares of such common stock are now issued and outstanding; and

WHEREAS, the Surviving Corporation by its Certificate of Incorporation which was filed in the offices of the Secretary of State, State of Florida, on the 5th day of December, 1996, has an authorized capital stock consisting of seven thousand, five hundred (7,500) shares of common stock having a par value of \$1 per share, and of which four thousand, nine hundred ninety-nine (4,999) shares of such common stock are now issued and outstanding; and

WHEREAS, the registered office of the Surviving Corporation, in the State of Florida, is located at 1956 Bayshore Boulevard, Dunedin, Florida 34698, and the name of the registered agent at such address is John N. Davidson; and

WHEREAS, the registered office of the Acquired Corporation, in the State of Florida, is located at 1956 Bayshore Boulevard, Dunedin, Florida 34698, and the name of the registered agent at such address is Richard A. Cristini.

NOW, THEREFORE, the corporations, parties to this Plan of Merger in consideration of mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. The Acquired Corporation hereby merges itself into the Surviving Corporation.

2. The Articles of Incorporation of the Surviving Corporation, as heretofore amended, which is in effect on the date of the merger provided for in this Plan of Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

3. The Bylaws of the Surviving Corporation, as heretofore amended, which are in effect on the date of the merger provided for in this Plan of Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation.

4. The manner of converting the outstanding shares of the Acquired Corporation into the shares of the Surviving Corporation shall be as follows:

Each share of the common stock of the Acquired Corporation, which shall be outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be changed and converted to the common stock of the Surviving Corporation based upon a ratio of 3.846% of the ownership of the Acquired Corporation being changed and converted in one (1%) percent of the common stock of the Surviving Corporation constituting a total of twenty-six (26%) percent of the issued and outstanding shares of the Surviving Corporation, one (1) share equaling one (1%) percent.

In furtherance thereof, one (1%) percent of the Acquired Corporation equals one (1) share of the Acquired Corporation as only one hundred (100) shares are outstanding. Correspondingly, as to the Surviving Corporation, the same shall be reorganized with a re-issuance of the present five thousand (5,000) shares outstanding into, post merger, seventy-four (74) shares constituting seventy-four (74%) percent of the issued and outstanding shares of the Surviving Corporation..

After the effective date of this Plan of Merger, each holder of an outstanding certificate representing shares of the common stock of the Acquired Corporation shall surrender the same to the Surviving Corporation, and each such holder shall be entitled upon surrender to receive the number of shares of common stock of the Surviving Corporation, on the basis set out above. Until so surrendered, the outstanding shares of the common stock of the Acquired Corporation, to be converted into the stock of the Surviving Corporation, as provided herein, may be treated by the Surviving Corporation, for all purposes as evidencing the ownership of shares of the Surviving Corporation as though said surrender and exchange had taken place, all subject to the terms and conditions of the stock restriction agreement, if any.

5. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

6. The merger shall become effective upon filing with the Secretary of State of the State of Florida. For accounting purposes, the effective date of the merger shall be as the 1st day of January, 2012.. The merger contemplated hereunder shall be treated as a pooling of interest and

entry shall be made upon the books of the Surviving Corporation, as of the effective date, of the following:

(a) The assets and liabilities of the Acquired Corporation are to be transferred to and assumed by the Surviving Corporation and shall be recorded at the amounts at which they are carried on the books of the Acquired Corporation immediately prior to the effective date of Merger, with appropriate adjustments to reflect a retirement of the organization's stock of the Acquired Corporation.

(b) There shall be credited to the capital account the aggregate amount of the par value per share of all of the common stock of the Surviving Corporation resulting from the conversion of the outstanding common stock of the Acquired Corporation.

(c) There shall be credited to the capital surplus account an amount equal to that carried on the capital surplus account of the Acquired Corporation, immediately prior to the effective date.

(d) There shall be credited to the earned surplus account an amount equal to that carried on the earned surplus account of the Acquired Corporation, immediately prior to the effective date.

7. Upon the earlier of the merger becoming effective, or the effective date for accounting purposes, all property and assets of the Acquired Corporation of every kind and description shall be transferred to and invested in the Surviving Corporation without further act or deed, and said assets and property shall be effectively the property of the Surviving Corporation, as they were of the Acquired Corporation, and the Surviving Corporation, respectively. The Acquired Corporation agrees from time to time, and when requested by the Surviving Corporation, or by its successor or assigns, to execute and deliver or cause to be executed and delivered all such deeds and other instruments and take or cause to be taken such further or other actions as they Surviving Corporation may deem necessary or desirable in order to vest in and conform to the Surviving Corporation title to and possession of any property of the Acquired Corporation, acquired or to be acquired by reason of or as a result of the merger, and otherwise to carry out the intent and purpose hereof and the proper officers and directors of the Surviving Corporation, and further the Acquired Corporation, are fully authorized in the names of their respective corporations to take any and all such actions.

8. The Acquired Corporation hereby agrees that it may be served with process in the State of Florida, and any proceedings for the enforcement of any obligation of the Acquired Corporation, and in any proceedings for the enforcement of the rights of a dissenting shareholder of the Acquired Corporation, and irrevocably appoints the Secretary of State of Florida, as its agent to accept service of process in any such proceedings.

9. The Surviving Corporation shall assume all of the liabilities of the Acquired Corporation.

IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective board of directors and shareholders, have caused these presents to be executed by the President and Attested by the Secretary of each party hereto.

Surviving Corporation
DAVIDSON, JAMIESON & ASSOCIATES,
C.P.A.'S, P.A.

Attest:

By:

John N. Davidson
John N. Davidson, President

(Corporate Seal)

John N. Davidson
John N. Davidson, Secretary

Acquired Corporation
RICHARD A. CRISTINI, CPA, P.A.

Attest:

By:

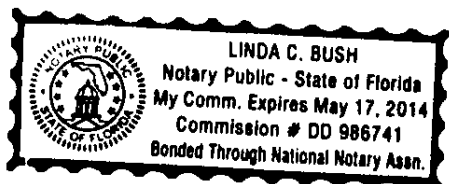
Richard A. Cristini
Richard A. Cristini, President

(Corporate Seal)

Richard A. Cristini
Richard A. Cristini, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

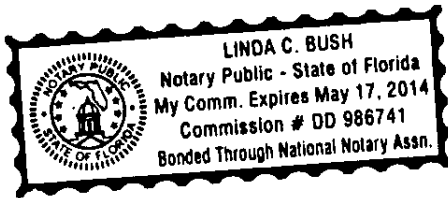
The foregoing instrument was acknowledged before me this 2nd day of May, 2012 by JOHN N. DAVIDSON as President and Secretary of DAVIDSON, JAMIESON & ASSOCIATES, C.P.A.'S, P.A., a Florida professional association, on behalf of the corporation. He is (☒) personally known to me or has () produced _____ as identification.



Linda C. Bush
Notary Public, State of Florida
Name: Linda C. Bush
Serial No: DD986741
Commission Expires: 5-17-2014

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 2nd day of May, 2012 by **RICHARD A. CRISTINI**, as President and Secretary of **RICHARD A. CRISTINI**, a Florida professional association, on behalf of the corporation. He is (☒) personally known to me or has (☐) produced _____ as identification.



Linda C. Bush
Notary Public, State of Florida
Name: Linda C. Bush
Serial No: DD986741
Commission Expires: 5-17-2014