

P96000101671

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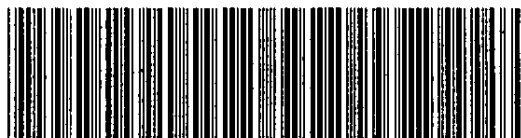
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12/30/09--01025--023 **113.75

EFFECTIVE DATE
1-1-2010

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC 30 PM 2:47

FILED

Merger

TB

JAN - 4 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SHIMOFF & ASSOCIATES, INC. (CALIFORNIA FOREIGN C
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

PAM AUSMAN

Contact Person

LEONARD R. LABAGH PC

Firm/Company

501 N 8TH STREET, PO BOX 1448

Address

FAIRFIELD, IA 52556

City/State and Zip Code

LABAGH@LISCO.COM

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

For further information concerning this matter, please call:

LEONARD R. LABAGH

Name of Contact Person

At (641)

472-6808

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

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, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

EFFECTIVE DATE
1-1-2010

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SHIMOFF & ASSOCIATES, INC.</u>	<u>CALIFORNIA</u>	<u>C2412670</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SHIMOFF & ASSOCIATES, INC.</u>	<u>FLORIDA</u>	<u>P96000101671</u>
<u>SHIMOFF & ASSOCIATES, INC.</u>	<u>CALIFORNIA</u>	<u>C2412670</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 01 / 2010 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/25/2009 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/25/2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

SHIMOFF & ASSOCIATES

☒ ~~Spelling~~ ~~X~~ Maurd Shurt
☒ ~~Spelling~~ ~~X~~ Maurd Shurt

Marci Shimoff, President (CA corp)

SHIMOFF & ASSOCIATES

Marci Shimoff, President (FL corp)

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

CALIFORNIA

CALIFORNIA

The effect of the merger and the effective date of the merger are as prescribed by law.

The 2000 authorized shares of Merging Corporation (Florida) shall be converted 1-1 ratio into the Surviving Corporation (California). *(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: