# P96000101671

| (Re                     | equestor's Name)   |           |
|-------------------------|--------------------|-----------|
| (Ad                     | dress)             |           |
| (Ad                     | idress)            |           |
| (Cit                    | ty/State/Zip/Phone | e #)      |
| PICK-UP                 | ☐ WAIT             | MAIL      |
| (Bu                     | siness Entity Nan  | ne)       |
| (Do                     | cument Number)     |           |
| Certified Copies        | Certificates       | of Status |
| Special Instructions to | Filing Officer:    |           |
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Office Use Only



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EFFECTIVE DATE

2009 DEC 30 PM 2: 4: PALLAHASSEF, FI OPHIN

Merger

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VAN - 4 2010

#### **COVER LETTER**

Amendment Section TO: **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         | follow  | vin | g:           |          |                 |          |           |            |
| 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:       |         |     |              |          |                 |          |           |            |
| To rutator information concerning this matter, preuse can          |         |     |              |          |                 |          |           |            |
| LEONARD R. LABAGH At (   | 6/1     |     | ,            |          | 470             | 6000     | )         |            |
| LEONARD R. LABAGH At (   |         | A   | .)<br>rea Co | de & Da  | 472<br>ytime Te | ephone   | Number    |            |
|  |         |     |              |          | ,               | *******  |           |            |
| TV2 15 1 1 1 20 55 71  | _       | _   |              |          |                 |          |           |            |
| Certified copy (optional) \$8.75 (Please send an additional        | l сору  | of  | your         | docum    | ent if a c      | ertified | d copy is | requested) |
| STREET ADDRESS:  | MA      | 1L  | ING          | ADD      | RESS:           |          |           |            |
| Amendment Section  |         |     |              | t Secti  |                 |          |           |            |
| Division of Corporations   | Divi    | isi | on of        | Corpo    | rations         |          |           |            |
| Clifton Building   | P.O.    | . В | ох б         | 327      |                 |          |           |            |
| 2661 Executive Center Circle                                       | Talla   | tha | ssee         | , Floric | ia 3231         | 4        |           |            |
| Tallahassee, Florida 32301   |         |     |              |          |                 |          |           |            |

# 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 sur   | viving corporation:  | EFFECTIVE DATE  1 -1 - 2010              |
|---|--|--|
| Name  | Jurisdiction   | Document Number (If known/ applicable)   |
| SHIMOFF & ASSOCIATES, INC.  | CALIFORNIA   | C2412670                                 |
| Second: The name and jurisdiction of each   | merging corporation:   |  |
| Name  | <u>Jurisdiction</u>  | Document Number (If known/applicable)    |
| SHIMOFF & ASSOCIATES, INC.  | FLORIDA  | P96000101671                             |
| SHIMOFF & ASSOCIATES, INC.  | CALIFORNIA   | C2412670                                 |
|   |  | <u> </u>                                 |
|   |  |  |
|   |  |  |
| Third: The Plan of Merger is attached.  |  |  |
| Fourth: The merger shall become effective Department of State.                                    | e on the date the Articles of Merg                               | er are filed with the Florida            |
| OR 01 / 01 / 2010 (Enter a specifithan 90 days a  | c date. NOTE: An effective date canno<br>fter merger file date.) | t be prior to the date of filing or more |
| <b>Fifth:</b> Adoption of Merger by <u>surviving</u> of The Plan of Merger was adopted by the sha |  |  |
| The Plan of Merger was adopted by the boa 12/25/2009 and shareholder                              | rd of directors of the surviving capproval was not required.     | orporation on                            |
| Sixth: Adoption of Merger by merging co<br>The Plan of Merger was adopted by the sha              | rporation(s) (COMPLETE ONLY Creholders of the merging corpora    | one STATEMENT) tion(s) on                |
| The Plan of Merger was adopted by the boa 12/25/2009 and shareholder                              | rd of directors of the merging co                                | rporation(s) on                          |

# Seventh: SIGNATURES FOR EACH CORPORATION

| Name of Corporation     | Signature of an Officer or<br>Director | Typed or Printed Name of Individual & Title                            |
|-------------------------|--|--|
| SHIMOFF & ASSOCIATES    |  | Marci Shimoff, President (CA corp)  Marci Shimoff, President (FL corp) |
| OF HIMOT TO A AGGCOTATE | - I was something                      | Ward Offition, Fredden (FE corp)                                       |
| ,                       |  |  |
|                         |  |  |
|                         |  |  |
|                         |  |  |
|                         |  |  |

# **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

| corporation:     |
|------------------|
| Jurisdiction     |
| CALIFORNIA       |
| ing corporation: |
| Jurisdiction     |
| FLORIDA          |
| CALIFORNIA       |
|                  |
|                  |
|                  |
|                  |

**Third:** The terms and conditions of the merger are as follows:

Merging Corporation (Florida) shall be merged into the Surviving Corporation (California. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

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

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

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:

# <u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows: