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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 27 PM 2:45

JULY 21, 2000

Secretary of State  
Corporate Division - Merger  
State Capitol Building  
Tallahassee, FL 32301

**RE: Articles of Merger**

Dear Sir or Madam:

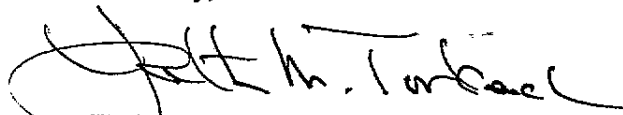
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\*\*\*\*122.50 \*\*\*\*\*78.75

Enclosed is our firm check in the amount of \$122.50 which represents the filing fees of \$35.00 for each of the two (2) Constituent Corporations totaling \$70.00 and \$52.50 for a certified copy of the Articles of Merger.

JOSEPH WATTLEWORTH & ASSOCIATES, INC., a Florida corporation and S.F.P., INC., a Florida Corporation, have adopted these Articles of Merger, wherein S.F.P., INC. will be merged into JOSEPH WATTLEWORTH & ASSOCIATES, INC. S.F.P., INC. will terminate its existence as a Florida Corporation. Therefore, the surviving Corporation will be JOSEPH WATTLEWORTH & ASSOCIATES, INC.

If you have any questions, need additional information or if there is a problem with any of the enclosed, please call me immediately so that it can be taken care of, rather than sending it all back to me.

Sincerely,

  
Walter M. Tovkach

WMT:kat  
Enclosure

V. SHEPARD AUG 3 2000

Merger

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

S.F.P., INC., a Florida corporation, 542514

INTO

**JOSEPH WATTLEWORTH & ASSOCIATES, INC.,** a Florida entity,  
P96000101816

File date: July 27, 2000

Corporate Specialist: Velma Shepard

## ARTICLES AND PLAN OF MERGER

This Agreement is made this 21<sup>st</sup> day of July, 2000, by and between S.F.P., INC., a Florida corporation, and JOSEPH WATTLEWORTH & ASSOCIATES, INC., a Florida corporation, said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 27 PM 2:45

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable that S.F.P., INC., a Florida corporation, ("the disappearing corporation") be merged into JOSEPH WATTLEWORTH & ASSOCIATES, INC., a Florida corporation, ("the surviving corporation") under the laws of the State of Florida in the manner provided therefore pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act.

NOW THEREFORE, in consideration of the premises and of the mutual agreement herein contained the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

### AGREEMENT TO MERGE

1. The Constituent Corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation.

### NAME OF THE SURVIVING CORPORATION

2. The name of the surviving corporation shall be JOSEPH WATTLEWORTH & ASSOCIATES, INC.

### PLACE OF OFFICE OF SURVIVING CORPORATION

3. The place in Florida where the principal office of the surviving corporation is to be located is 19751 N.E. 87<sup>th</sup> Lane, Williston, Florida, 32696.

### PURPOSE OF SURVIVING CORPORATION

4. The purpose of the surviving corporation is to engage in any lawful act or activity for which a corporation may be formed under the provisions of Section 607.1101 of the Florida General Corporation Act.

### AUTHORIZED SHARES OF SURVIVING CORPORATION

5. The present number of shares of S.F.P., INC., a Florida corporation, the disappearing corporation, is authorized to issue is One Thousand (1,000) shares of one (\$1.00) dollar par common stock of which One Hundred Eighty-Five (185) shares are now issued and outstanding. The present number of shares which JOSEPH WATTLEWORTH & ASSOCIATES, INC., a Florida corporation, the surviving corporation, is authorized to issue is Seven Thousand (7,000) shares of One (\$1.00) dollar par common stock, of which One (1) share is now issued and outstanding.

### FIRST OFFICERS AND DIRECTORS

6. The first director of the surviving corporation shall be JOSEPH WATTLEWORTH and he shall serve until the next annual election of directors unless removed sooner at a duly called meeting of shareholders. The first officers of the surviving corporation shall be JOSEPH WATTLEWORTH, as President and Secretary/Treasurer.

### NAME AND RESIDENT AGENT OF CORPORATION

7. FRANK P. SAIER, ESQ., 3426 N.W. 43<sup>rd</sup> Street, Gainesville, Alachua County, in which the principal office of the surviving corporation is located, shall be, and hereby is appointed as the person on whom process, tax notices and demands against JOSEPH WATTLEWORTH & ASSOCIATES, INC., or any of said Constituent Corporations, may be served.

### MODE OF EFFECTING MERGE

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporations into shares of the surviving corporation, shall be as follows:

The shareholder of the disappearing corporation shall surrender his certificate or certificates to the surviving corporation on July 31<sup>st</sup>, 2000 (being the effective date of this Agreement). Upon surrender to the surviving corporation of the respective certificates for the outstanding shares of the disappearing corporation, there shall not be issued to the respective holder hereof, any shares of the surviving corporation in substitution.

### REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATION; POOLING OF INTEREST

9. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

### ARTICLES OF INCORPORATION

10. The Articles of Incorporation of JOSEPH WATTLEWORTH & ASSOCIATES, INC., shall continue to be the Articles of the surviving corporation, until, amended as provided by law.

### BY-LAWS

11. The By-Laws of JOSEPH WATTLEWORTH & ASSOCIATES, INC., shall be the By-Laws of the surviving corporation.

RIGHT OF CORPORATION TO REPURCHASE ITS SHARES

12. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholders and the shareholders desiring to sell such shares to the corporation.

EFFECTIVE DATE OF MERGER

13. This merger shall become effective as of July 31<sup>st</sup>, 2000. The term "effective date," wherever used in this Plan of Merger, shall mean the effective date herein described.

DIRECTORS' RIGHT TO ABANDON MERGER

14. The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of these Articles of Merger.

EXECUTION

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

ATTESTED:

S.F.P., INC.

By: Joseph Wattleworth  
JOSEPH WATTLEWORTH  
Secretary-Treasurer

By: Joseph Wattleworth  
JOSEPH WATTLEWORTH  
President

ATTESTED:

JOSEPH WATTLEWORTH & ASSOCIATES,  
INC.

By: Joseph Wattleworth  
JOSEPH WATTLEWORTH  
Secretary-Treasurer

By: Joseph Wattleworth  
JOSEPH WATTLEWORTH  
President

CERTIFICATE

I, JOSEPH WATTLEWORTH, as President and Secretary/Treasurer of S.F.P., INC., do hereby certify:

1. That pursuant to the provisions of Chapter 607.1101 the Florida General Corporation Act, all of the Directors of S.F.P., INC., consented in writing on July 21, 2000, to the adoption of the foregoing Articles and Plan of Merger.

2. That pursuant to the provisions of Chapter 607.1101 the Florida General Corporation Act, all of the stockholders of S.F.P., INC., consented in writing on July 21, 2000, to the adoption of the foregoing Articles and Plan of Merger and authorized the President and Secretary of S.F.P., INC. to execute said Articles on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 21<sup>st</sup> day of July, 2000.

S.F.P., INC.

By: Joseph Wattleworth  
JOSEPH WATTLEWORTH,  
President

ATTEST:

By: Joseph Wattleworth  
JOSEPH WATTLEWORTH,  
Secretary-Treasurer

(SEAL)

CERTIFICATE

I, JOSEPH WATTLEWORTH, as President and as Secretary/Treasurer of JOSEPH WATTLEWORTH & ASSOCIATES, INC. do hereby certify:

1. That pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, all of the Directors of JOSEPH WATTLEWORTH & ASSOCIATES, INC. consented in writing on July 21, 2000, to the adoption of the foregoing Articles and Plan of Merger.

2. That pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, all of the stockholders of JOSEPH WATTLEWORTH & ASSOCIATES, INC. consented in writing on July 21, 2000, to the adoption of the foregoing Articles and Plan of Merger and authorized the President and Secretary of JOSEPH WATTLEWORTH & ASSOCIATES, INC. to execute said Articles on its behalf.

IN WITNESS WHEREOF, I have hereunto set my hand this 21 day of July, 2000.

JOSEPH WATTLEWORTH & ASSOCIATES,  
INC.

By: Joseph Wattleworth  
JOSEPH WATTLEWORTH,  
President

ATTESTED:

By: Joseph Wattleworth  
JOSEPH WATTLEWORTH  
Secretary-Treasurer

(SEAL)

APPROVAL BY DIRECTORS

This agreement of merger of the undersigned corporations was adopted pursuant to Section 607.1101 of the Florida General Corporation Act.

EFFECTIVE DATE

The merger of the undersigned corporations will become effective July 31, 2000.



ADOPTION OF PLAN OF MERGER

The shareholders of S.F.P., INC., adopted the plan of merger on July 21 2000.  
The shareholders of JOSEPH WATTLEWORTH & ASSOCIATES, INC., adopted the plan of  
merger on July 21, 2000.

Dated: July 21, 2000

ATTESTED:

S.F.P., INC.

By: Joseph Wattleworth  
JOSEPH WATTLEWORTH,  
Secretary-Treasurer

By: Joseph Wattleworth  
JOSEPH WATTLEWORTH,  
President

ATTESTED:

JOSEPH WATTLEWORTH &  
ASSOCIATES, INC.

By: Joseph Wattleworth  
JOSEPH WATTLEWORTH,  
Secretary-Treasurer

By: Joseph Wattleworth  
JOSEPH WATTLEWORTH,  
President

ACKNOWLEDGMENTS

STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that on July 21, 2000, before me an officer fully authorized to take oaths under the laws of the State of Florida, personally appeared JOSEPH WATTLEWORTH, as President and as Secretary/Treasurer of S.F.P., INC., a Florida corporation, and acknowledged before me that he executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 21<sup>st</sup> day of July, 2000.

(SEAL)

Walter M. Tovkach

Notary of Public

Print Name:

My Commission Expires:

My Commission Number:



Walter M. Tovkach  
MY COMMISSION # CC729846 EXPIRES  
May 8, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

Personally Known ☒ Produced Identification ☐  
Type of Identification \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that on July 21, 2000, before me an officer fully authorized to take oaths under the laws of the State of Florida, personally appeared JOSEPH WATTLEWORTH, as President and as Secretary/Treasurer of JOSEPH WATTLEWORTH & ASSOCIATES, INC., a Florida corporation, and acknowledged before me that he executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 21<sup>st</sup> day of July, 2000.

(SEAL)

Walter M. Tovkach

Notary of Public

Print Name:

My Commission Expires:

My Commission Number:



Walter M. Tovkach  
MY COMMISSION # CC729846 EXPIRES  
May 8, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

Personally Known ☒ Produced Identification ☐  
Type of Identification \_\_\_\_\_