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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

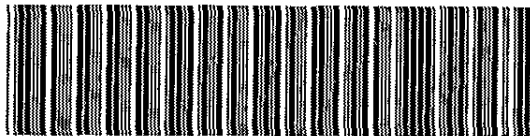
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Separate  
N/C  
Filed  
immediately  
After  
merger.  
JC

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9-30-06

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 SEP 26 PM 4:14

Merger  
09/27/06  
JC



**KRAMER, SOPKO & LEVENSTEIN, P.A.**  
ATTORNEYS AT LAW

ROBERT S. KRAMER

JAMES SOPKO

Board Certified Tax Lawyer

Board Certified Wills, Trust  
and Estates Lawyer

RICHARD H. LEVENSTEIN

Board Certified Business Litigation Lawyer

DAVID STEINFELD

853 S.E. MONTEREY COMMONS BLVD.

STUART, FLORIDA 34996

POST OFFICE BOX 2421

STUART, FLORIDA 34995

(772) 288-0048

FAX (772) 288-0049

BOCA RATON: (561) 394-8886

e-mail: [JSopko@KSSLawyers.com](mailto:JSopko@KSSLawyers.com)

JOHN K. COPELAND – OF COUNSEL

September 21, 2006

VIA UPS NEXT DAY AIR

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Corporation – For Profit  
Articles of Merger (with attached Plan of Merger)  
Articles of Amendment

Dear Sir or Madam:

Enclosed please find the following original documents for filing with the Florida Department of State, Division of Corporations:

1. **ARTICLES OF MERGER** – Merging KREMSEK WRIGHT RD., INC. into KREMSEK SALERNO RD., INC. (in duplicate):
  - a) Filing Fees: \$35.00 – each entity – KREMSEK WRIGHT RD., INC.  
\$35.00 – each entity – KREMSEK SALERNO RD., INC.
  - b) Certified Copies: \$26.25 – 3 Certified Copies of Articles of Merger at  
\$8.75 each
  - c) Certificate of Status: \$ 8.75 – each entity – KREMSEK WRIGHT RD., INC.  
\$ 8.75 – each entity – KREMSEK SALERNO RD., INC.



2. **ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION  
OF KREMSER SALERNO RD., INC.** (in duplicate):

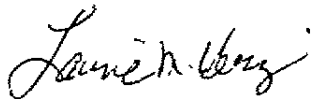
- a) Filing Fees: \$35.00 – entity – KREMSER SALERNO RD., INC.  
Name Change to  
KREMSER MANAGEMENT, INC.
- b) Certified Copies: \$17.50 – 2 Certified Copies of Articles of Amendment  
\$8.75 each
- c) Fee: \$ 8.75 Certificate of Status – KREMSER  
MANAGEMENT, INC.

**TOTAL FILING AND RELATED FEES: \$175.00**

Please file the above-referenced Articles of Merger and Articles of Amendment of the Articles of Incorporation for the above-referenced entities and return the requested certified copies and requested Certificates of Status to our office. Thank you.

If you have any questions or require anything further, please contact our office.

Sincerely,



Laurie M. Verzi  
Legal Assistant to  
James Sopko, Esquire

:lmv  
Enclosures



## ARTICLES OF MERGER

FILED  
2009-30-06

Pursuant to the provisions of Section 607.1103 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging KREMSER WRIGHT RD., INC. into KREMSER SALERNO RD., INC.:

1. The names of the corporations which are parties to the within merger are KREMSER WRIGHT RD., INC. and KREMSER SALERNO RD., INC. is the surviving corporation.

2. The Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act, which is attached as Exhibit "A."

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>
KREMSER SALERNO RD., INC.	200
KREMSER WRIGHT RD., INC.	200

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
KREMSER SALERNO RD., INC.	200	0
KREMSER WRIGHT RD., INC.	200	0

5. The Plan of Merger was adopted by the Shareholders of KREMSER WRIGHT RD., INC. on September 15, 2006.

6. The Plan of Merger was adopted by the Shareholders of KREMSER SALERNO RD., INC. on September 15, 2006.

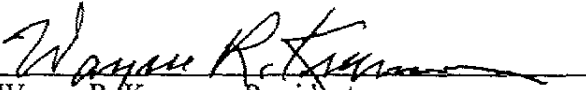
7. The Effective Date of the merger is September 30, 2006, or the date these Articles are filed with the Secretary of State, if later.

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DIVISION OF CORPORATIONS  
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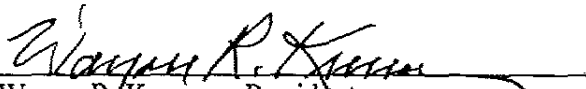


These Articles of Merger are executed this 15<sup>th</sup> day of September, 2006, by the duly authorized officers of each corporation.

KREMSER WRIGHT RD., INC.

  
Wayne R. Kremser, President

KREMSER SALERNO RD., INC.

  
Wayne R. Kremser, President

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## PLAN OF MERGER

This Plan of Merger is dated September 15, 2006, between KREMSER SALERNO RD., INC., hereafter called the "Surviving Corporation", and KREMSER WRIGHT RD., INC., hereafter called the "Absorbed Corporation", both of which are hereafter called the "Constituent Corporations".

### STIPULATIONS

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 23 Ridgeland Drive, Sewalls Point, Florida 34996.

B. The Surviving Corporation, has 1000 authorized shares of Class A common stock, of which 200 shares are issued and outstanding and 5,000 authorized shares of Class B common stock of which none are issued or outstanding.

C. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 23 Ridgeland Drive, Sewalls Point, Florida 34996.

D. The Absorbed Corporation, has 1000 authorized shares of Class A common stock of which 200 shares are issued and outstanding and 5,000 authorized shares of Class B common stock of which none are issued or outstanding.

E. The Boards Of Directors of the Constituent Corporations deem it desirable and in the best business interests of the corporations and their shareholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

Section One. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation, which shall be the Surviving Corporation.

Section Two. Terms and Conditions. On the Effective Date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to



all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

(a) Each share of the Class A common stock of the Absorbed Corporation issued and outstanding on the Effective Date of the merger shall be converted into one share of the Class A common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the Absorbed Corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) After the Effective Date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have



been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the Surviving Corporation.

Section Four. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be amended to change the name of the Surviving Corporation to KREMSER MANAGEMENT, INC. and the original Articles as so amended shall continue to be its Articles of Incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the Surviving Corporation on the Effective Date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than the ordinary course of business, except that the Absorbed Corporation and the Surviving Corporation may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval of Shareholders. This Plan of Merger shall be submitted for the approval of the shareholders of the Constituent Corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before September 30, 2006, or at such other time as to which the boards of directors of the Constituent Corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the later of September 30, 2006 or when Articles of Merger are filed by the Florida Department of State.

Section Ten. Effective Date of Merger. This Plan of Merger may be abandoned by action of the board of directors of either the Surviving Corporation or the Absorbed Corporation at any time prior to the effective date on the happening of either of the following events:



(a) If the merger is not approved by the stockholders of either the Surviving Corporation or the Absorbed Corporation on or before September 30, 2006; or

(b) If, in the judgment of the board of directors of either the Surviving Corporation or the Absorbed Corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

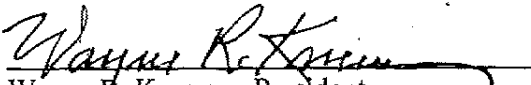
Section Eleven. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

EXECUTED on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

KREMSER WRIGHT RD., INC.

  
Wayne R. Kremser, President

KREMSER SALERNO RD., INC.

  
Wayne R. Kremser, President