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MERGER OR SHARE EXCHANGE

Gevity HR, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

Merger 12/23/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Gevity HR, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Alex Troise
Contact Person

TriNet HR Corporation
Firm/Company

9000 Town Center Parkway,
Address

Bredenton, FL 34202
City/State and Zip Code

ann.francis@trinet.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ann Francis
Name of Contact Person

At (941) 741-4629
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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Gevity HR , Inc.</u>	<u>Florida</u>	<u>P97000018934</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Gevity HR XII Corp.</u>	<u>Florida</u>	<u>889401</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on . . .

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 December 21, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 December 21, 2009.

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

(Attach additional sheets if necessary)

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Jurisdiction

Florida

The name and jurisdiction of each subsidiary corporation:

Jurisdiction

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

On the Effective Date, in exchange for the sum of \$1.00, which shall be paid to the subsidiary corporation by the parent corporation, all of the interests, shares, obligations or other securities of the subsidiary corporation shall be converted into the interests, shares, obligations or other securities of the parent corporation. The outstanding shares of the parent corporation shall remain outstanding and are not affected by the merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Merger shall be effective at 12:01 AM Eastern Standard Time, January 1, 2010.

IN WITNESS WHEREOF, the undersigned, acting through their duly authorized representatives, representing all parties to this Agreement on the date first above written, have signed this plan of merger.

GEVITY HR, INC.

By: 
Burton M. Goldfield
President and Chief Executive Officer

GEVITY HR XII Corp

By: 
Douglas P. Devlin
President