

P97000052034

(Requestor's Name)

(Address)

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☐ PICK-UP

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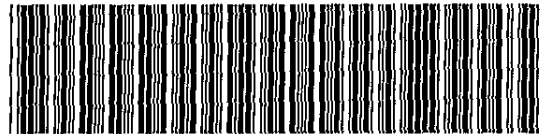
(Business Entity Name)

(Document Number)

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*merged*

RECEIVED  
03 SEP -5 PM 12:49  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
03 SEP -5 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*9/5/03*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 230975 7103152

AUTHORIZATION

COST LIMIT : \$ 113.75

*Patricia Pijet*

ORDER DATE : September 5, 2003

ORDER TIME : 11:23 AM

ORDER NO. : 230975-005

CUSTOMER NO: 7103152

CUSTOMER: Ms. Carrie J. Canales  
Goodlette Coleman & Johnson,  
Suite 300  
4001 Tamiami Trail North  
Naples, FL 34103

ARTICLES OF MERGER

TEAM SYNERVISION OF NAPLES INC  
MARCO ISLAND ASSOCIATES, INC.

INTO

VISION & FAITH, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**  
(Profit Corporation)

03 SEP -5 PM 4:20  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Vision & Faith, Inc.	Florida	P97000052034

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Team Synervision of Naples, Inc.	Florida	P98000029060
Marco Island Associates, Inc.	Florida	P98000027544

**Third:** The Plan of Merger dated June 17, 2002 is attached.

**Fourth:** The merger shall become effective on June 30, 2002.

**Fifth:** The Plan of Merger was adopted by the shareholders and board of directors of the surviving corporation on June 17, 2002.

**Sixth:** The Plan of Merger was adopted by the shareholders and board of directors of the merging corporations on June 17, 2002.

**Surviving Corporation:**

Vision & Faith, Inc., a Florida Corporation

By:   
Michael A. Taylor, its President

**Merging Corporations:**

Team Synervision of Naples, Inc., a Florida corporation

By:   
Michael A. Taylor, its President

Marco Island Associates, Inc., a Florida corporation

By:   
George P. Bauer, its President

## PLAN OF MERGER

This Plan of Merger is made and entered into as of June 17, 2002, by and between VISION & FAITH, INC., a Florida corporation (hereinafter referred to as the "Surviving Corporation") and TEAM SYNERVISION OF NAPLES, INC., a Florida corporation and MARCO ISLAND ASSOCIATES, INC., a Florida corporation (hereinafter collectively referred to as the "Merging Corporations"). The merger of the foregoing corporations is being effected pursuant to this Plan of Merger (the "Plan") in accordance with Section 607.1101 of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as previously amended and in effect immediately before the Effective Date of the merger (as defined below) shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended.
2. Distribution to Shareholders of the Merging Corporations. Upon the Effective Date, each share of the Merging Corporations' stock that has been issued and outstanding at that time shall be delivered to the Surviving Corporation in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corporation's stock. Inasmuch as the shareholder(s) of the Surviving Corporation and the Merging Corporations is the same, payment for the shares of the Merging Corporations will be reflected by the increase in book value of the shares of the Surviving Corporation.
3. Satisfaction of Rights of Merging Corporations' Shareholders. All shares of the Merging Corporations' stock shall be deemed to have been paid in full satisfaction of such shares.
4. Effect of Merger. On the Effective Date (as defined below), the separate existence of the Merging Corporations shall cease. Except as hereinafter specifically set forth, from and after the Effective Date, the Surviving Corporation shall possess all of the rights, privileges, immunities, powers and franchises of the Merging Corporations, to the extent consistent with its Articles of Incorporation and subject to further restrictions, liabilities, disabilities and duties all as more particularly set forth in Section 607.1106 of the Act. All of the rights, privileges, powers and franchises of the Merging Corporations, and all property, real, personal and mixed of the Merging Corporations, and all debts due on whatever account to them, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and all of such property, rights, privileges, immunities and franchises and all and every other interest of the Merging Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporations.
5. Supplemental Action. If at any time after the Effective Date the Surviving Corporation shall determine any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or Merging Corporations, as the case may be, whether past or remaining in office, shall execute and deliver on the request of the Surviving Corporation any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts to vest, perfect, confirm or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Effective Date. The Surviving Corporation and the Merging Corporations shall cause their respective Presidents to execute Articles of Merger in the form attached to this Plan and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Secretary of State. In accordance with the Act, the Articles of Merger shall specify the "Effective Date", which shall be the close of business on June 30, 2002.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by any one of the Surviving Corporation or the Merging Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such corporation, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Surviving Corporation or either of the Merging Corporations by an agreement in writing, or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of the Articles of Merger), this Plan may be terminated and the merger abandoned by mutual consent of the Boards of Directors of the Surviving Corporation and both of the Merging Corporations, notwithstanding favorable action by the shareholders of any of the respective corporations.

9. Entire Agreement. This Plan embodies the entire agreement between the parties hereto and there are no other agreements, understandings, restrictions or warranties between the parties hereto relating to the subject matter hereof other than those expressly set forth herein.

IN WITNESS WHEREOF, this Plan has been signed by the duly authorized officers of the Surviving Corporation and Merging Corporations pursuant to the authorization by the respective Board of Directors and Shareholders of the corporations, all as of the day and year first above written.

Surviving Corporation:

Vision & Faith, Inc., a Florida Corporation

By: 

Michael A. Taylor, its President

Merging Corporations:

Team Synervision of Naples, Inc., a Florida corporation

By: 

Michael A. Taylor, its President

Marco Island Associates, Inc., a Florida corporation

By: 

George P. Bauer, its President