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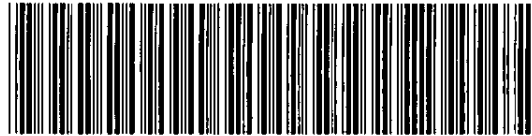
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Merger

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1.

DFR-BSS Enterprises, Inc.  
(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

## ARTICLES OF MERGER

The following Articles of Merger are submitted to merge the following entities in accordance with Chapter 607, *Florida Statutes*:

**FIRST:** The name, form/entity type and jurisdiction of formation of each of the merging parties are as follows:

PGR-BSS ENTERPRISES, INC., a Florida corporation (Florida Document Number P06000083624) ("PGRBSS"); and

BUSINESS SERVICES & SOLUTIONS, INC., a Florida corporation (Florida Document Number P99000028428).

**SECOND:** The surviving entity is BUSINESS SERVICES & SOLUTIONS, INC., a Florida corporation (Florida Document Number P99000028428) (the "Surviving Corporation").

**THIRD:** The attached Agreement and Plan of Merger has been authorized, approved and executed by PGRBSS and the Surviving Corporation in accordance with the applicable provisions of Chapter 607, *Florida Statutes*. The Agreement and Plan of Merger was adopted and approved by (a) the sole shareholder and the Board of Directors of PGRBSS on March 15, 2017 and (b) the sole shareholder and the Board of Directors of the Surviving Corporation on March 15, 2017.

**FOURTH:** The Articles of Incorporation and Bylaws of the Surviving Corporation as they existed immediately prior to giving effect to the merger shall survive the merger until the same shall thereafter be further amended or repealed as provided therein and by applicable law. No amendments to the Articles of Incorporation of the Surviving Corporation are desired to be effected by the merger.

**FIFTH:** The merger shall become effective as of 11:59 p.m. (Eastern Standard Time) on March 31, 2017.

**IN WITNESS WHEREOF,** each of the constituent entities to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized representative this 15th day of March, 2017.

PGR-BSS ENTERPRISES, INC.,  
a Florida corporation

By: 

Susan E. Donahue, President

BUSINESS SERVICES & SOLUTIONS, INC.,  
a Florida corporation

By: 

Susan E. Donahue, President

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## **AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER**, dated this 15th day of March, 2017, is made and entered into by and among **PGR-BSS ENTERPRISES, INC.**, a Florida corporation ("PGRBSS"), and **BUSINESS SERVICES & SOLUTIONS, INC.**, a Florida corporation (the "Surviving Corporation"). PGRBSS and the Surviving Corporation are sometimes referred to herein as the "Constituent Companies."

### **WITNESSETH:**

**WHEREAS**, PGRBSS is a corporation duly incorporated under the laws of the State of Florida; and

**WHEREAS**, the Surviving Corporation is a corporation duly incorporated under the laws of the State of Florida; and

**WHEREAS**, the owners of each of the Constituent Companies deem it advisable for the general welfare of such Constituent Companies that PGRBSS be merged with and into the Surviving Corporation, which Surviving Corporation shall be the surviving entity; and

**WHEREAS**, for state law purposes, the transaction shall qualify as a statutory merger under the laws of the State of Florida;

**NOW, THEREFORE**, the Constituent Companies hereby agree that PGRBSS shall be merged with and into the Surviving Corporation in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Agreement and Plan of Merger:

### **ARTICLE I**

#### **The Constituent Companies**

The names of the Constituent Companies to the merger are PGR-BSS ENTERPRISES, INC. (Florida Document No. P06000083624) and BUSINESS SERVICES & SOLUTIONS, INC. (Florida Document No. P99000028428).

### **ARTICLE II**

#### **The Merger**

On the Effective Date (as hereinafter defined), PGRBSS shall be merged with and into the Surviving Corporation (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Chapter 607, *Florida Statutes* (the "Florida Act").

### **ARTICLE III**

#### **Effect of Merger**

From and after the filing of the Articles of Merger with the Florida Secretary of State in accordance with Article VIII hereof, the Constituent Companies shall be a single corporation which shall be the Surviving Corporation. From and after such filing, the separate existence of PGRBSS shall cease, while the existence of the Surviving Corporation shall continue unaffected

and unimpaired. The Surviving Corporation shall have all of the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation incorporated under the Florida Act. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Companies. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Companies shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or any interest therein vested in any of the Constituent Companies, shall not revert or be in any way impaired by reason of such Merger. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Companies, and any claim existing or action or proceeding pending by or against any of the Constituent Companies may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of the Constituent Companies shall be impaired by such Merger. The Surviving Corporation shall retain limited liability under applicable law.

#### **ARTICLE IV**

##### **Articles of Incorporation and Bylaws of the Surviving Corporation**

The Articles of Incorporation and Bylaws of the Surviving Corporation as they existed immediately prior to giving effect to the Merger shall survive the Merger, and until the same shall thereafter be further amended or repealed as provided therein and by applicable law (i.e., no amendments to the Articles of Incorporation and Bylaws of the Surviving Corporation are being effected by the Merger).

The person who shall serve as the sole Director of the Surviving Corporation shall be:

<b>Name</b>	<b>Address</b>
Susan E. Donahue	4150 W. Okeechobee Road, Suite E Ft. Pierce, FL 34947

The person who shall serve as the officers of the Surviving Corporation and the offices in which she shall serve are as follows:

<b>Name</b>	<b>Office</b>	<b>Address</b>
Susan E. Donahue	President, Secretary and Treasurer	4150 W. Okeechobee Road, Suite E Ft. Pierce, FL 34947

#### **ARTICLE V**

##### **Treatment of Ownership Interests of Constituent Companies**

By virtue of the Merger and without any action on the part of the owners of the Constituent Companies thereof, upon the Effective Date pursuant to this Agreement and Plan of Merger, the ownership in the Constituent Companies shall be treated in the following manner:

1. Each outstanding share of the common stock of the Surviving Corporation owned immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof shall, by virtue of the Merger and without any action on the part of the holder thereof, continue in existence as a share of the common stock of the Surviving Corporation.

2. Each outstanding share of the stock of PGRBSS owned immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and no shares of stock of the Surviving Corporation shall be issued therefor.

#### **ARTICLE VI**

##### **Further Assurance**

If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of PGRBSS, the last acting President of PGRBSS shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

#### **ARTICLE VII**

##### **Approvals**

This Agreement and Plan of Merger shall be approved by the Boards of Directors of the Surviving Corporation and PGRBSS, and submitted to the shareholders thereof for approval as provided by the Florida Act. If duly adopted, Articles of Merger meeting the requirements of the Florida Act shall be filed immediately with the Florida Secretary of State.

#### **ARTICLE VIII**

##### **Effective Date**

The Merger of PGRBSS with and into the Surviving Corporation shall become effective as of 11:59 p.m. (Eastern Standard Time) on March 31, 2017 in accordance with the Florida Act. The date and time on which the Merger shall become effective is herein called the "Effective Date."

#### **ARTICLE IX**

##### **Covenants of PGRBSS**

PGRBSS covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any new shares of stock or rights to acquire any such shares of stock prior to the Effective Date.

#### **ARTICLE X**

##### **Covenants of the Surviving Corporation**

The Surviving Corporation covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any new shares of stock or rights to acquire any such shares of stock prior to the Effective Date.

**ARTICLE XI**  
**Termination**

Notwithstanding anything contained herein or elsewhere to the contrary, this Agreement and Plan of Merger may be terminated and abandoned by either of the Constituent Companies at any time prior to the filing of the Articles of Merger with the Florida Secretary of State.

**ARTICLE XII**  
**Counterparts**

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

**IN WITNESS WHEREOF**, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

**PGR-BSS ENTERPRISES, INC.,**

a Florida corporation

By: 

Susan E. Donahue, President

**BUSINESS SERVICES & SOLUTIONS, INC.,**

a Florida corporation

By: 

Susan E. Donahue, President