

P99 0000083663

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(Business Entity Name)

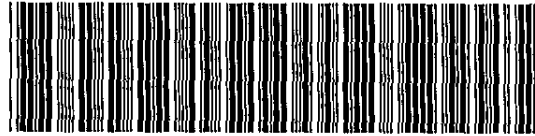
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FILED  
04 AUG 18 PM 2:15  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

8/18/04  
merger  
SG



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 27, 2004

Peta Phipps  
Peta Phipps & Associates, Inc.  
965 N. Nob Hill Rd. #220  
Plantation, FL 33324

SUBJECT: PETA PHIPPS & ASSOCIATES INC.  
Ref. Number: P99000083663

We have received your document for PETA PHIPPS & ASSOCIATES INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

Please reflect the complete name of the surviving corporation in the merger.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 004A00047186

RECEIVED  
04 AUG 19 AM 8:27  
DIVISION OF CORPORATIONS

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Peta Phipps & Associates Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Peta Phipps

(Name of person)

Peta Phipps & Associates

(Name of firm/company)

965 N. Nob Hill Rd #220

(Address)

Plantation, FL 33324

(City/state and zip code)

For further information concerning this matter, please call:

Peta Phipps

(Name of person)

at ( 954 ) 382.4533

(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

# **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, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Peta Phipps & Associates Inc.	Florida, Broward County	P99000083663

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
It Takes A Villa, Inc	Florida, Broward	P02000049903

**Third:** The Plan of Merger is attached

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
May 1, 2004 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
May 1, 2004 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

It Takes A Villa, Inc

Peta Phipps & Associates Inc.



Peta Phipps

President

Peta Phipps

President

**PLAN OF MERGER**  
**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Peta Phipps &amp; Associates Inc.</u>	<u>Florida, Broward</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>It Takes A Villa, Inc.</u>	<u>Florida, Broward</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

**Third:** The terms and conditions of the merger are as follows:

Peta Phipps & Associates, Inc., a Florida corporation will acquire all 100 shares of It Takes A Villa, Inc, a Florida corporation and assume all rights of usage of It Takes A villa, Inc name and products. This merger has been agreed to by both parties for the sum of \$1 per share for a total merger transaction of \$100.

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

A cash transaction to exchange \$100 cash for all 100 shares gives surviving corp, all rights to It Takes A Villa, Inc.

*(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, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

All material, trademarks, copy-written or otherwise, become the property of the surviving corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

It Takes A Villa, Inc names Peta Phipps as its President and Pat Innerarity as its VP and Ava Innerarity as its VP

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: