# F05000000958

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#### **COVER LETTER**

TO: Amendment Section Division of Corporations	
SUBJECT: Crafton, Tull & Associat	es, Inc.
DOCUMENT NUMBER: F05000000	958
The enclosed Amendment and fee are submi	itted for filing.
Please return all correspondence concerning	this matter to the following:
Jacqueline Jernigan (Name of Contact Person)	
Crafton, Tull & Associates, Inc.	
(Firm/Company)  10825 Financial Center Parkway, S (Address)	Suite 300
Little Rock, AR 72211 (City/State and Zip Code)	<del></del>
For further information concerning this matt	er, please call:
Jacqueline Jernigan (Name of Contact Person)	at (501) 664-3245 (Area Code & Daytime Telephone Number)
Enclosed is a check for the following amour	ıt:
X \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status	\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)  \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
Mailing Address: Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314	Street Address: Amendment Section Division of Corporations Clifton Building 2661 Executive Center Circle

Tallahassee, FL 32301

# PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO . APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

# SECTION I (1-3 MUST BE COMPLETED)

#050000000	15.55 15.55
F050000099	
(Document numb	per of corporation (if known)
1. Crafton, Tull & Associates, Inc.	
(Name of corporation as it appea	rs on the records of the Department of State)
2. Arkansas	3. February 7, 2005  (Date authorized to do business in Florida)
(Incorporated under laws of)	(Date authorized to do business in Florida)
(4-7 complete onl	ECTION II Y THE APPLICABLE CHANGES)
4. If the amendment changes the name of the corporate	tion, when was the change effected under the laws of
its jurisdiction of incorporation? 10-30-2006	
5 Crafton, Tull, Sparks & Associates, Inc.	
	suffix "corporation " "company" or "incorporated " or
	suffix "corporation," "company," or "incorporated," or name of the corporation)  Ite corporate name adopted for the purpose of transacting
business in Florida)	the corporate name adopted for the purpose of transacting
6. If the amendment changes the period of duration, in	ndicate new period of duration.
Ä)	ew duration)
7. If the amendment changes the jurisdiction of incorp	poration, indicate new jurisdiction.
(Ne	ew jurisdiction)
(Signature of a director, president or other officer - if	in the hands
of a receiver or other court appointed fiduciary, by the	nat fiduciary)
Konnoth I Jones	COO Central Arkaneae

(Title of person signing)

(Typed or printed name of person signing)



# **Arkansas Secretary of State** Charlie Daniels

State Capitol Building • Little Rock, Arkansas 72201-1094 • 501.682.3409

I, Charlie Daniels, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

#### **Articles Of Merger**

filed in this office on 30th day of October 2006

CRAFTON, TULL, SPARKS & ASSOCIATES, INC.

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 13th day of November 2006.

Charlie Daniels Secretary of State

### **CERTIFIED COPY**

ARTICLES OF MERGER
AND
PLAN OF MERGER
OF
CRAFTON, TULL & ASSOCIATES, INC.
AND
SPARKS COMPANIES, INC.

THESE ARTICLES OF MERGER AND PLAN OF MERGER are entered into as of 30th day of October, 2006, by and between Crafton, Tull & Associates, Inc., an Arkansas corporation ("Crafton"), and Sparks Companies, Inc., an Oklahoma corporation ("Sparks").

#### RECITALS

Crafton and Sparks have approved the merger of Sparks into Crafton (the "Merger"), upon the terms and subject to the conditions set forth herein.

It is intended that the Merger shall qualify under Arkansas law, and that Crafton, Tull & Associates, Inc. be the surviving corporation.

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

# ARTICLE I PARTIES TO THE MERGER/SURVIVING CORPORATION

1.1 Names of Corporations. The name of each corporation planning to merge, the State under the laws of which they are respectively organized, and type of nonprofit corporation are as follows:

NAME OF CORPORATIONS	STATE	TYPE	OF
CORPORATION			

Crafton, Tull & Associates, Inc. Arkansas C Corporation

Sparks Companies, Inc. Oklahoma S Corporation

1.2 <u>Name of the Surviving Corporation</u>. The name of the surviving corporation is Crafton, Tull, Sparks & Associates, Inc. (the "Surviving Corporation"). The Surviving Corporation shall be governed by the laws of the State of Arkansas. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation after the Effective Time.

#### **CERTIFIED COPY**

#### ARTICLE II TERMS AND CONDITIONS OF THE MERGER

- 2.1 The Merger. (a) At the Effective Time (as defined in Section 2.2) and subject to the terms and conditions of this Plan of Merger, Sparks shall be merged into Crafton, and the separate existence of Sparks shall thereupon cease, in accordance with the applicable provisions of the Corporation Laws of the States of Arkansas and Oklahoma. Crafton shall have all of the properties, rights, privileges, licenses, contracts and obligations of Sparks that exist as of the Effective Time.
- (b) The Merger will have the effects specified by the Corporation Laws of the States of Arkansas and Oklahoma.
- 2.2 Effective Time. These Articles of Merger shall be filed with the office of the Secretary of State of the States of Arkansas and Oklahoma. Subject to and in accordance with the laws of the States of Arkansas and Oklahoma, the Merger will become effective at the later of October 30, 2006, at 12:01 a.m., or the date and time the Articles of Merger is filed with the office of the Secretary of State of the States of Arkansas and Oklahoma (the "Effective Time").

# ARTICLE III Approval by Crafton

At a special meeting of the shareholders held October 26, 2006, 13,558 shares of stock were outstanding and entitled to vote on the Merger. 13,558 shares were voted in favor of the Merger; 0 shares voted against the Merger.

# ARTICLE IV Approval by Sparks

Gary Sparks, as the sole shareholder of Sparks Companies, Inc., approved the plan of merger by unanimous written consent in lieu of a meeting on October 24, 2006.

#### ARTICLE V OTHER PROVISIONS

- 4.1 <u>Severability</u>. The invalidity of any provision herein or portion thereof shall not affect the validity of any other provision herein or the remaining portion of the applicable provision.
- 4.2 <u>Headings</u>. The headings contained herein are for convenience of reference only and shall not affect the meaning or interpretation hereof.

[This Space Intentionally Left Blank; Signatures to Follow]

## **CERTIFIED COPY**

[Signature Page to Articles of Merger and Plan of Merger of Crafton, Tull & Associates, Inc. and Sparks Companies, Inc.]

CRAFTON, TULL & ASSOCIATES, INC.,

an Arkansas corporation

Chief Financial Officer

SPARKS COMPANIES, INC., an Oklahoma corporation

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