

F12846

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

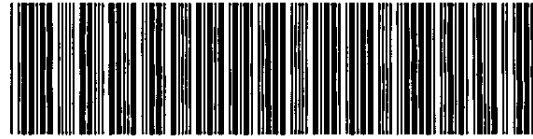
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300254913483

12/31/13--01022--002 **70.00

13 DEC 31 09 14:28
F11 EDR
STATE OF FLORIDA
TALLAHASSEE

Merger
JAN 08 2014
R. WHITE

Articles of Merger
of
Holliman Grove, Inc.
an Alabama corporation
and
Holliman Grove, Inc.
a Florida corporation

FILED
13 DEC 31 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 10A-2-11.01, et. seq., Code of Alabama, and Section 607.1101, et. seq., Florida Business Corporation Act, the following information is submitted in conjunction with the Merger of Holliman Grove, Inc., an Alabama corporation, and Holliman Grove, Inc., a Florida corporation, into Holliman Grove, Inc., an Alabama corporation:

1. The Plan of Holliman Grove, Inc., an Alabama corporation, and Holliman Grove, Inc., a Florida corporation, is as follows:
 - a. Each (and all) of the issued and outstanding shares of stock of Holliman Grove, Inc., a Florida corporation, shall be contributed by the holders thereof to Holliman Grove, Inc., an Alabama corporation; and Holliman Grove, Inc., an Alabama corporation will then, in turn, surrender such shares to Holliman Grove, Inc., a Florida corporation, for cancellation. Upon the surrender and cancellation of all of such shares of Holliman Grove, Inc., a Florida corporation, by Holliman Grove, Inc., an Alabama corporation, all of the assets and liabilities of Holliman Grove, Inc., a Florida corporation, shall be and become assets and liabilities of Holliman Grove, Inc., an Alabama corporation.
 - b. The Agreement of the Shareholders of Holliman Grove, Inc., a Florida corporation, which restrict the transferability of the shares of stock in Holliman Grove, Inc., the Florida corporation, will be and are transferred to and adopted by Holliman Grove, Inc., an Alabama corporation, and will be and is hereby adopted by, consented to and agreed to by all of the undersigned Shareholders of Holliman Grove, Inc., the Alabama corporation, as the Agreement of the Shareholders of Holliman, Grove, Inc., the Alabama corporation, to so restrict the transferability of the shares of their stock in Holliman Grove, Inc., the Alabama corporation.
 - c. As of the effective time and date of the merger, which is at midnight on December 31, 2013, the separate existence of Holliman Grove, Inc., a Florida corporation, shall cease (except to the extent continued by statute), and all of the property, rights, privileges and franchises, of whatsoever nature and

description, of such corporation, shall be transferred to, vest in and devolve upon Holliman Grove, Inc., an Alabama corporation, the surviving corporation, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by Holliman Grove, Inc., an Alabama corporation, to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of Holliman Grove, Inc., a Florida corporation, by the last acting officers of such corporation, or by the corresponding officers of Holliman Grove, Inc., an Alabama corporation, the surviving corporation.

- d. No changes in the Articles of Incorporation of Holliman Grove, Inc., an Alabama corporation, the surviving Alabama corporation, shall be made as a result of the merger. Holliman Grove, Inc., an Alabama corporation, however, reserves the right and power, after the effective date of the merger, to alter, amend, change or repeal any of the provisions contained in its Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation. The By-Laws of Holliman Grove, Inc., the Florida corporation, as such By-Laws have previously been amended, from time to time and exist on the effective date of the merger, shall remain and be the By-Laws of Holliman Grove, Inc., an Alabama corporation until altered, amended or repealed, or until new By-Laws shall be adopted in accordance with the provisions thereof, the Certificates of Incorporation, or in the manner permitted by the applicable provisions of law.
2. The Boards of Directors and the Shareholders of each Holliman Grove, Inc., an Alabama corporation, and Holliman Grove, Inc., a Florida corporation, met and duly adopted and approved the attached Plan and Agreement of Merger. All Twenty-Seven Thousand (27,000) shares of the issued and outstanding capital stock of Holliman Grove, Inc., an Alabama corporation, voted for such Plan and Agreement of Merger; and all Twenty-Seven Thousand (27,000) shares of the issued and outstanding stock in Holliman Grove, Inc., a Florida corporation, voted for such Plan and Agreement of Merger. No other shares of stock of either of the corporations are outstanding and thus no shares of stock of either of the corporations voted against such Plan and Agreement of Merger. The date of such approval was Dec. 29, 2013.
 3. The County in which Holliman Grove, Inc., an Alabama corporation, filed its Certificate of Incorporation is Madison County, Alabama.
 4. These Articles of Merger may be executed in counterparts.

The undersigned, James H., Richardson, as President of Holliman Grove, Inc., an Alabama corporation, and the undersigned, James H. Richardson, as President of Holliman Grove, Inc., a Florida corporation, hereby executes these Articles of Merger of Holliman Grove, Inc., an Alabama corporation, and Holliman Grove, Inc., a Florida corporation, for each of such corporations.

Holliman Grove, Inc., an Alabama corporation

By: 

James H. Richardson, Its President

Holliman Grove, Inc., a Florida corporation

By: 

James H. Richardson, Its President

The undersigned, James H. Richardson, as President of Holliman Grove, Inc., an Alabama corporation, and James H. Richardson, as President of Holliman Grove, Inc., a Florida corporation, hereby affirm, confirm and verify the truthfulness and correctness of the foregoing Articles of Merger, in their respective corporate capacities as President of such corporations.

Holliman Grove, Inc., an Alabama corporation

By: 

James H. Richardson, Its President

Holliman Grove, Inc., a Florida corporation

By: 

James H. Richardson, Its President

Articles of Merger
of
Holliman Grove, Inc.
an Alabama corporation
and
Holliman Grove, Inc.
a Florida corporation

Pursuant to Section 10A-2-11.01, et. seq., Code of Alabama, and Section 607.1101, et. seq., Florida Business Corporation Act, the following information is submitted in conjunction with the Merger of Holliman Grove, Inc., an Alabama corporation, and Holliman Grove, Inc., a Florida corporation, into Holliman Grove, Inc., an Alabama corporation:

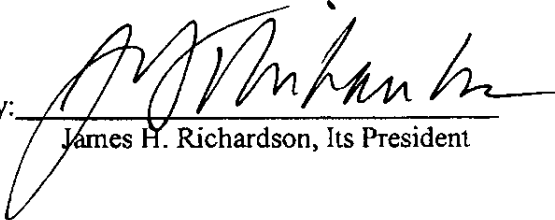
1. The Plan of Holliman Grove, Inc., an Alabama corporation, and Holliman Grove, Inc., a Florida corporation, is as follows:
 - a. Each (and all) of the issued and outstanding shares of stock of Holliman Grove, Inc., a Florida corporation, shall be contributed by the holders thereof to Holliman Grove, Inc., an Alabama corporation; and Holliman Grove, Inc., an Alabama corporation will then, in turn, surrender such shares to Holliman Grove, Inc., a Florida corporation, for cancellation. Upon the surrender and cancellation of all of such shares of Holliman Grove, Inc., a Florida corporation, by Holliman Grove, Inc., an Alabama corporation, all of the assets and liabilities of Holliman Grove, Inc., a Florida corporation, shall be and become assets and liabilities of Holliman Grove, Inc., an Alabama corporation.
 - b. The Agreement of the Shareholders of Holliman Grove, Inc., a Florida corporation, which restrict the transferability of the shares of stock in Holliman Grove, Inc., the Florida corporation, will be and are transferred to and adopted by Holliman Grove, Inc., an Alabama corporation, and will be and is hereby adopted by, consented to and agreed to by all of the undersigned Shareholders of Holliman Grove, Inc., the Alabama corporation, as the Agreement of the Shareholders of Holliman, Grove, Inc., the Alabama corporation, to so restrict the transferability of the shares of their stock in Holliman Grove, Inc., the Alabama corporation.
 - c. As of the effective time and date of the merger, which is at midnight on December 31, 2013, the separate existence of Holliman Grove, Inc., a Florida corporation, shall cease (except to the extent continued by statute), and all of the property, rights, privileges and franchises, of whatsoever nature and

description, of such corporation, shall be transferred to, vest in and devolve upon Holliman Grove, Inc., an Alabama corporation, the surviving corporation, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by Holliman Grove, Inc., an Alabama corporation, to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of Holliman Grove, Inc., a Florida corporation, by the last acting officers of such corporation, or by the corresponding officers of Holliman Grove, Inc., an Alabama corporation, the surviving corporation.

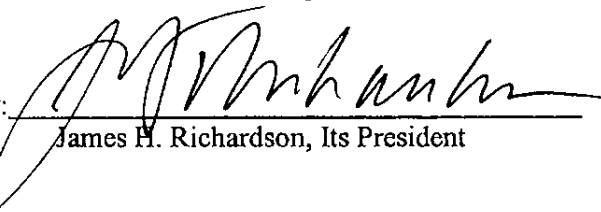
- d. No changes in the Articles of Incorporation of Holliman Grove, Inc., an Alabama corporation, the surviving Alabama corporation, shall be made as a result of the merger. Holliman Grove, Inc., an Alabama corporation, however, reserves the right and power, after the effective date of the merger, to alter, amend, change or repeal any of the provisions contained in its Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation. The By-Laws of Holliman Grove, Inc., the Florida corporation, as such By-Laws have previously been amended, from time to time and exist on the effective date of the merger, shall remain and be the By-Laws of Holliman Grove, Inc., an Alabama corporation until altered, amended or repealed, or until new By-Laws shall be adopted in accordance with the provisions thereof, the Certificates of Incorporation, or in the manner permitted by the applicable provisions of law.
2. The Boards of Directors and the Shareholders of each Holliman Grove, Inc., an Alabama corporation, and Holliman Grove, Inc., a Florida corporation, met and duly adopted and approved the attached Plan and Agreement of Merger. All Twenty-Seven Thousand (27,000) shares of the issued and outstanding capital stock of Holliman Grove, Inc., an Alabama corporation, voted for such Plan and Agreement of Merger; and all Twenty-Seven Thousand (27,000) shares of the issued and outstanding stock in Holliman Grove, Inc., a Florida corporation, voted for such Plan and Agreement of Merger. No other shares of stock of either of the corporations are outstanding and thus no shares of stock of either of the corporations voted against such Plan and Agreement of Merger. The date of such approval was Dec. 29, 2013.
3. The County in which Holliman Grove, Inc., an Alabama corporation, filed its Certificate of Incorporation is Madison County, Alabama.
4. These Articles of Merger may be executed in counterparts.

The undersigned, James H., Richardson, as President of Holliman Grove, Inc., an Alabama corporation, and the undersigned, James H. Richardson, as President of Holliman Grove, Inc., a Florida corporation, hereby executes these Articles of Merger of Holliman Grove, Inc., an Alabama corporation, and Holliman Grove, Inc., a Florida corporation, for each of such corporations.

Holliman Grove, Inc., an Alabama corporation

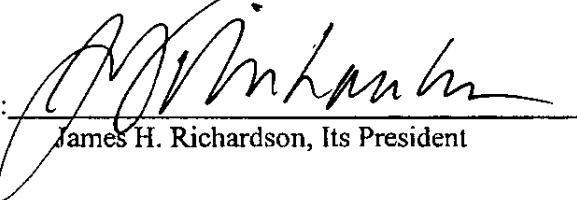
By: 
James H. Richardson, Its President

Holliman Grove, Inc., a Florida corporation

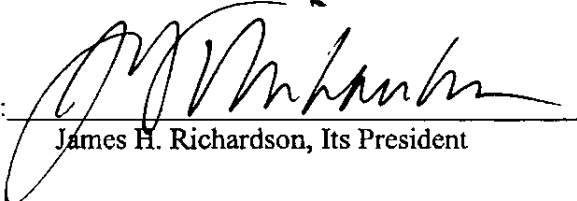
By: 
James H. Richardson, Its President

The undersigned, James H. Richardson, as President of Holliman Grove, Inc., an Alabama corporation, and James H. Richardson, as President of Holliman Grove, Inc., a Florida corporation, hereby affirm, confirm and verify the truthfulness and correctness of the foregoing Articles of Merger, in their respective corporate capacities as President of such corporations.

Holliman Grove, Inc., an Alabama corporation

By: 
James H. Richardson, Its President

Holliman Grove, Inc., a Florida corporation

By: 
James H. Richardson, Its President