P11000106448

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 AUG 23 PM 2:29

Merger

AUG 2 4 2012

T. BROWN

STEWART MELVIN & FROST

ATTORNEYS AT LAW

AN UNCOMMON PRACTICE

July 31, 2012

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger
Vann Herring Enterprises, Inc.

Dear Sir or Madam:

Enclosed please find the following documents to be filed:

1. Cover Letter;
2. Original and one copy of Articles of Merger;
3. Original and one copy of Plan of Merger; and
4. Our firm's check in the amount of $78.75 for filing and one certified copy.

Please record and return the certified copy in the enclosed self-addressed envelope. If you have any questions, please feel free to give me a call.

Thank you for your assistance.

Very truly yours,

L. Alyson Graham

L. Alyson Graham

LAG/wh
enclosures

200 MAIN STREET, SUITE 600 · PO BOX 3280 · GAINESVILLE, GEORGIA 30503 · P 770 536 0101 · F. 770 532.2171 OR 770.287.2513 WWW.SMF-LAW.COM

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Vann Herring Enterprises, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

L. Alyson Graham
Contact Person

Stewart, Melvin & Frost LLP
Firm/Company

P.O. Box 3280
Address

Gainesville, GA 30503
City/State and Zip Code

agraham@smf-law.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

L. Alyson Graham At (770) 536-0101
Name of Contact Person — Area Code & Daytime Telephone Number

☑ Certified copy (optional) $8.75 **(Please send an additional copy of your document if a certified copy is requested)**

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

STEWART MELVIN & FROST
ATTORNEYS AT LAW
AN UNCOMMON PRACTICE

August 20, 2012

Teresa Brown
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Vann Herring Enterprises, Inc.

Dear Ms. Brown:

Per your letter dated August 9, 2012, I have corrected the error in regard to the name of the surviving Florida entity. There was a word missing in the Articles of Merger on Page 1 in #2. In all other places and the signatures blocks, the name was correct.

Enclosed please find the corrected Articles of Merger and Plan of Merger to be filed. Included with our original letter dated July 31, 2012, was a check in the amount of $78.75 for filing and one certified copy. The check was not returned with your letter dated August 9, 2012; therefore, please process these documents along with our previous check. Per your letter, I have also enclosed a copy of your letter.

I apologize for the error and request these new documents be processed accordingly. Thank you for your assistance in this matter.

Very truly yours,

L. Alyson Graham

L. Alyson Graham

LAG/wh
enclosures

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 9, 2012

L ALYSON GRAHAM
STEWART, MELVIN & FROST LLP
PO BOX 3280
GAINESVILLE, GA 30503

SUBJECT: VANN HERRING ENTERPRISES, INC.
Ref. Number: P11000106448

We have received your document for VANN HERRING ENTERPRISES, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is F22874 - VANN'S ENTERPRISES, INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 312A00020645

ARTICLES OF MERGER

PURSUANT TO THE PROVISIONS of Section 607.1105, *Florida Statutes,* these Articles of Merger are entered into and adopted by and between VANN HERRING ENTERPRISES, INC., a Florida corporation (Florida document number P11000106448) (hereinafter "FLORIDA"), and VANN HERRING ENTERPRISES, INC., a Georgia corporation (Georgia control number 0358470) (hereinafter "GEORGIA"), for the purpose of merging them into one of such entities.

1. FLORIDA and GEORGIA have adopted the attached Plan of Merger.

2. After the merger, the name of the surviving entity is VANN HERRING ENTERPRISES, INC., and the surviving entity is a Florida corporation.

3. The Plan of Merger was adopted by FLORIDA and GEORGIA pursuant to Section 607.1103, *Florida Statutes,* and the applicable laws of the State of Georgia.

4. The Plan of Merger was adopted on the 9th day of July, 2012, by action of the sole stockholder and director of FLORIDA.

5. The Plan of Merger was adopted on the 9th day of July, 2012, by action of the sole stockholder and director of GEORGIA.

6. The Plan of Merger is effective for accounting purposes on January 1, 2012. For all other purposes, the Plan of Merger is effective as of the date this Certificate of Merger is filed with the Florida Department of State.

[SIGNATURES FOLLOW ON NEXT PAGE]

Dated on the dates set forth below.

VANN HERRING ENTERPRISES, INC.,
a Florida corporation

By: ______________________________
Vann M. Herring, President

Date: July 9, 2012

VANN HERRING ENTERPRISES, INC.,
a Georgia corporation

By: ______________________________
Vann M. Herring, President

Date: July 9, 2012

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PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into by and between VANN HERRING ENTERPRISES, INC., a Florida corporation, and VANN HERRING ENTERPRISES, INC., a Georgia corporation.

S T I P U L A T I O N S:

A. VANN HERRING ENTERPRISES, INC. (hereinafter "FLORIDA") is a corporation organized and existing under the laws of the State of Florida (Florida document number P11000106448). The sole stockholder of FLORIDA is Vann M. Herring.

B. VANN HERRING ENTERPRISES, INC. (hereinafter "GEORGIA") is a corporation organized and existing under the laws of the State of Georgia (Georgia control number 0358470). The sole stockholder of GEORGIA is Vann M. Herring.

C. The stockholder and director of FLORIDA and GEORGIA deem it desirable and in the mutual best interests of each that GEORGIA be merged into FLORIDA pursuant to the provisions of Sections 607.1101, et seq., *Florida Statutes*, with FLORIDA being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, FLORIDA AND GEORGIA AGREE AS FOLLOWS:

Section 1. Merger. GEORGIA shall merge with and into FLORIDA, and FLORIDA shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of GEORGIA shall cease, and FLORIDA shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of GEORGIA without the necessity for any separate transfer. FLORIDA shall thereafter be responsible for all of the liabilities and obligations of GEORGIA, and neither the rights of creditors nor any liens on the property of GEORGIA shall be impaired by the merger.

Section 3. Conversion of Interests in GEORGIA to Interests in FLORIDA. Because the stock ownership of GEORGIA and FLORIDA are identical prior to the merger and the parties desire to maintain the existing stock ownership in the surviving corporation after the merger, no additional stock will be issued as a result of the merger. After the merger, the stock ownership of the surviving corporation will continue to be as follows:

VANN M. HERRING 100%

Section 4. Changes in Articles of Incorporation of Surviving Corporation. The current Articles of Incorporation of FLORIDA, the surviving corporation, shall continue to be its Articles of Incorporation following the merger unless and until revised in accordance with the Articles of Incorporation and the Bylaws of FLORIDA.

Section 5. Changes in Bylaws of Surviving Corporation. The current Bylaws of FLORIDA, the surviving corporation, shall continue to be its Bylaws following the merger unless and until revised in accordance with the Articles of Incorporation and the Bylaws of FLORIDA.

Section 6. Effective Date of Merger. The effective date of this merger for accounting purposes shall be January 1, 2012. For all other purposes, the effective date of this merger shall be the date the Articles of Merger are filed with the Florida Department of State pursuant to §607.1105, *Florida Statutes*.

[SIGNATURES FOLLOW ON NEXT PAGE]

Dated on the dates set forth below.

VANN HERRING ENTERPRISES, INC.,
a Florida corporation

By: Vann M. Herring
Vann M. Herring, President

Date: July 9, 2012

VANN HERRING ENTERPRISES, INC.,
a Georgia corporation

By: Vann M. Herring
Vann M. Herring, President

Date: July 9, 2012

VANN HERRING ENTERPRISES INC

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