

P14000051749

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

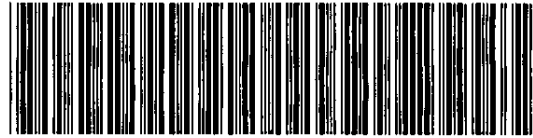
(Business Entity Name)

(Document Number)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 1, 2014

BUNNY MATHIS
M&M ENTERPRISES OF FLORIDA INC.
P.O. BOX 1358
LADY LAKE, FL 32158-1358

SUBJECT: M&M ENTERPRISES OF FLORIDA, INC.
Ref. Number: P14000051749

We have received your document for M&M ENTERPRISES OF FLORIDA, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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.

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.

Cathy A Carrothers
Regulatory Specialist

Letter Number: 214A00014237

July 8, 2014

Florida Department of State
Attention: Cathy A. Carrothers
Regulatory Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: M&M ENTERPRISES OF FLORIDA, INC.
Ref. Number: P14000051749
Letter Number: 214A00014237

Dear Ms. Carrothers:

I have enclosed the additional fee of \$35.00 per your letters of July 1, 2014 (attached). I look forward to receipt of the filed articles of merger.

Please feel free to contact me with any questions.

Regards,


Bunny Mathis

(312) 296-3538

bunny.mathis@gmail.com

enclosures

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: M&M ENTERPRISES OF FLORIDA, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BUNNY MATHIS
(Name of person)

M&M ENTERPRISES OF FLORIDA, INC.
(Name of firm/company)

P.O. BOX 1358
(Address)

LADY LAKE, FL 32158-1358
(City/state and zip code)

For further information concerning this matter, please call:

BUNNY MATHIS at (312) 296-3538
(Name of person) (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)
M&M Enterprises of Florida, Inc.	Florida	P14000051749

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BKM Enterprises, Inc.	Illinois	D 65774968
M&M Enterprises of Florida, Inc.	Florida	P14000051749
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 June 17, 2014

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 June 17, 2014

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

(Attach additional sheets if necessary)

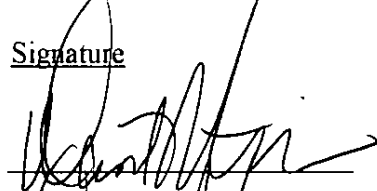
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

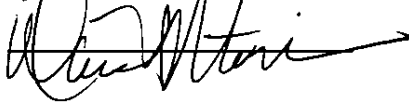
Typed or Printed Name of Individual & Title

BKM Enterprises, Inc. (Illinois)



DAVID C. MATHIS, President

M&M Enterprises of Florida,
Inc. (Florida)



DAVID C. MATHIS, 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>
M&M Enterprises of Florida, Inc.	Florida
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
BKM Enterprises, Inc.	Illinois
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

(See attachment)

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:

(See attachment)

(Attach additional sheets if necessary)

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:

NONE

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN & AGREEMENT OF MERGER

THIS PLAN & AGREEMENT OF MERGER between M&M ENTERPRISES OF FLORIDA, INC., a Florida corporation (hereinafter referred to as the "Florida Corporation"), and BKM ENTERPRISES, INC., an Illinois corporation (hereinafter referred to as the "Illinois Corporation").

The purpose of this Merger is to change the Illinois corporation's state of organization. After organization of the Florida Corporation, the Illinois Corporation shall be merged into the Florida Corporation.

The authorized capital of stock of the Florida Corporation consists of 10,000 shares of common voting stock, without par value, of which 1,000 shares are issued and outstanding.

The authorized capital of stock of the Illinois Corporation consists of 10,000 shares of common voting stock, without par value, of which 1,000 shares are issued and outstanding.

The Directors and Shareholders of the Florida Corporation and the Directors and Shareholders of the Illinois Corporation deem it advisable that the Illinois Corporation shall be merged into the Florida Corporation on the terms set forth in this Agreement:

IT IS, THEREFORE, AGREED AS FOLLOWS:

1. MERGER: SURVIVING ENTITY

1.1 Merger. On the Effective Date of the merger, the Illinois Corporation shall merge into the Florida Corporation, which shall be the surviving entity (the "Surviving Entity"). The Surviving Entity shall be governed by the laws of the state of Florida and shall retain its present name.

1.2 Articles of Incorporation. The Articles of Incorporation of the Florida Corporation shall, on and after the Effective Date of the merger, continue to be the Articles of Incorporation of the Surviving Entity until changed as provided by law.

2. SHARES.

2.1 Shares. Each issued share of the Illinois Corporation shall be cancelled as of the Effective Date of the Merger. As of the date of the Merger, all of the shares of each of the Florida Corporation and Illinois Corporation were owned by the same shareholder.

3. LIABILITIES AND OBLIGATIONS.

3.1 Liabilities and Obligations. As of the date of the Merger, all liabilities and obligations of the Illinois Corporation shall be assumed by the Florida Corporation.

4. EFFECTIVE DATE.

4.1 Execution. This Agreement shall become immediately effective upon compliance with the laws of the states of Illinois and Florida.

4.2 Effectiveness. The merger of the Illinois Corporation into the Florida Corporation shall become effective as of upon the date of filing of the Articles of Merger. The date of such effectiveness is referred to herein as the "Effective Date" of the merger.

5. MISCELLANEOUS.

5.1 Execution in Counterparts. For the convenience of the parties and to facilitate filing, this Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

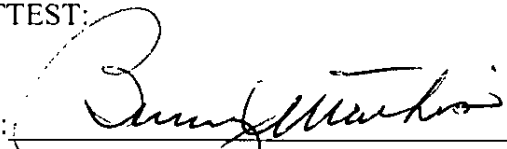
5.2 Applicable Law. This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the states of Illinois and Florida.

5.3 Entire Agreement. This Agreement constitutes the entire agreement between the parties with respect to the subject matter hereto.

IN WITNESS WHEREOF, this Agreement has been approved by resolutions duly adopted by the Shareholders and Directors of the Florida Corporation and the Shareholders and Directors of the Illinois Corporation and have been signed by duly authorized Officers of each entity.

Dated as of June 17, 2014

ATTEST:

By: 
BUNNY K. MATHIS, Secretary

M&M ENTERPRISES OF FLORIDA, INC.,
a Florida corporation

By: 
DAVID C. MATHIS, President

ATTEST:

By: 
BUNNY K. MATHIS, Secretary

BKM ENTERPRISES, INC.,
an Illinois corporation

By: 
DAVID C. MATHIS, President