

P05000117606

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

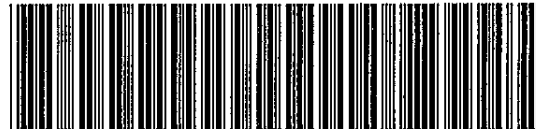
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300058844963

FILED
05 AUG 25 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FL 32399

RECEIVED
05 AUG 25 PM 3:00
STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

EXPIRATION DATE
08-30-05

Merger

G. Goulette AUG 25 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 562632 7131731

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ 78.75

ORDER DATE : August 25, 2005

ORDER TIME : 1:04 PM

ORDER NO. : 562632-010

CUSTOMER NO: 7131731

CUSTOMER: Ms. Tracy E. Patton
Clark Partington Hart Larry
Suite 301
34990 Emerald Coast Parkway
Destin, FL 32541

ARTICLES OF MERGER

EBB, INC.

INTO

EBB OF NW FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
EBB, INC.
An Alabama Corporation
INTO
EBB OF NW FLORIDA, INC.
A Florida Corporation

FILED
05 AUG 25 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 *et seq.*, Florida Statutes, and Section 10-2B-11.01, *et seq.*, of the Code of Alabama, 1975, **EBB, INC.**, an Alabama corporation ("Merged Corporation"), and **EBB OF NW FLORIDA, INC.**, a Florida corporation ("Surviving Corporation"), hereby execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
EBB, Inc.	Alabama
EBB of NW Florida, Inc.	Florida

EFFECTIVE DATE
08-30-05

ARTICLE TWO

The articles of incorporation for EBB, Inc., an Alabama corporation, were filed in Houston County, Alabama.

ARTICLE THREE

EBB of NW Florida, Inc., a Florida corporation, shall be the surviving corporation of the merger.

ARTICLE FOUR

The Plan of Merger is attached hereto, made a part hereof and incorporated herein by reference as Exhibit A. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103, Florida Statutes; and Sections 10-2B-11.01 and 10-2B-11.03, Code of Alabama, 1975.

ARTICLE FIVE

These Articles of Merger and the Plan of Merger is effective for legal and accounting purposes on the 30th day of August, 2005.

ARTICLE SIX

As to each corporation, the number of shares outstanding and the number of shares entitled to vote are:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
EBB, Inc., an Alabama corp.	100	12
EBB of NW Florida, Inc., a Florida corporation	100	100

ARTICLE SEVEN

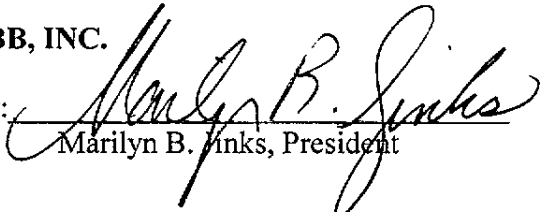
As to each corporation, the number of shares voted for and against the Plan of Merger are:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
EBB, Inc., an Alabama corp.	12	0
EBB of NW Florida, Inc., a Florida corporation	100	0

DATED this the 24th day of August, 2005.

EBB, INC.

By: _____


Marilyn B. Jinks, President

EBB OF NW FLORIDA, INC.

By: _____

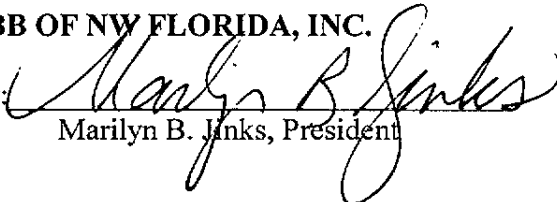

Marilyn B. Jinks, President

Exhibit A

PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into as of this the 24th day of August, to be effective as of August 30, 2005, below by and between **EBB, INC.**, an Alabama corporation (hereinafter "Merged Corporation"), and **EBB OF NW FLORIDA, INC.**, a Florida corporation (hereinafter "Surviving Corporation").

Merged Corporation and Surviving Corporation, by their respective Boards of Directors and with the unanimous consent of their respective shareholders, hereby adopt a Plan of Merger pursuant to the provisions of the Alabama Business Corporation Act, the Florida Business Corporation Act, and Section 368(a)(1)(A) and (F) of the Internal Revenue Code of 1986, amended (hereafter referred to as the "Merger"), as follows:

1. Merged Corporation shall be merged with and into Surviving Corporation with the effect provided in Alabama Business Corporation Act pursuant to Code of Alabama, 1975, Section 10-2B-11.01, et. seq., and Section 607.1101, Florida Statutes. At the time the Merger becomes effective, the separate existence of the Merged Corporation shall cease and Surviving Corporation shall continue to exist as the Surviving Corporation. On the effective date of the Merger, the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Merged Corporation without the necessity for any separate transfer. Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of Merged Corporation and neither the rights of creditors nor any liens on the property of Merged Corporation shall be impaired by the Merger. The name of the Surviving Corporation shall continue to be EBB of NW Florida, Inc., a Florida corporation. The articles of

incorporation and by-laws of the Surviving Corporation shall be the articles of incorporation and by-laws of the Surviving Corporation.

2. The Board of Directors and officers of the Surviving Corporation shall be the Board of Directors and officers of the Surviving Corporation.

3. At the time the Merger becomes effective, the outstanding shares of Merged Corporation, consisting of 12 shares of voting stock and 88 shares of non-voting stock, shall automatically be canceled by virtue of the Merger. There shall be no exchange by the Merged Corporation shareholders for the right to receive shares of Surviving Corporation because Merged Corporation and Surviving Corporation have identical ownership, both in terms of identity of ownership and percentage of ownership, and therefore each shareholder of Merged Corporation will receive an increase in value of their Surviving Corporation shares equal to their percentage ownership in Surviving Corporation multiplied by the total value of Merged Corporation.

4. This Plan of Merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the States of Alabama and Florida, as applicable.

5. The effective date of this Merger shall be August 30, 2005.

6. Notwithstanding any other provision of this Agreement and Plan of Merger, it may be abandoned at any time prior to the effectiveness of the Merger by mutual consent of the Boards of Directors of Merged Corporation and Surviving Corporation.

7. Articles of Merger shall be filed and recorded in the Offices of the Secretary of State of the State of Alabama and the Secretary of State of the State of Florida and Articles of Merger shall be filed in accordance with the filing and recording requirements of the Alabama Business

Corporation Act and the Florida Business Corporation Act on such date as may be agreed upon by
Merged Corporation and Surviving Corporation.

DATED this August 24, 2005, effective as of August 30, 2005.

EBB, INC.

By: _____

Marilyn B. Jinks, President

EBB OF NW FLORIDA, INC.

By: _____

Marilyn B. Jinks, President

PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into as of this the 24th day of August, to be effective as of August 30, 2005, below by and between **EBB, INC.**, an Alabama corporation (hereinafter "Merged Corporation"), and **EBB OF NW FLORIDA, INC.**, a Florida corporation (hereinafter "Surviving Corporation").

Merged Corporation and Surviving Corporation, by their respective Boards of Directors and with the unanimous consent of their respective shareholders, hereby adopt a Plan of Merger pursuant to the provisions of the Alabama Business Corporation Act, the Florida Business Corporation Act, and Section 368(a)(1)(A) and (F) of the Internal Revenue Code of 1986, amended (hereafter referred to as the "Merger"), as follows:

1. Merged Corporation shall be merged with and into Surviving Corporation with the effect provided in Alabama Business Corporation Act pursuant to Code of Alabama, 1975, Section 10-2B-11.01, et. seq., and Section 607.1101, Florida Statutes. At the time the Merger becomes effective, the separate existence of the Merged Corporation shall cease and Surviving Corporation shall continue to exist as the Surviving Corporation. On the effective date of the Merger, the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Merged Corporation without the necessity for any separate transfer. Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of Merged Corporation and neither the rights of creditors nor any liens on the property of Merged Corporation shall be impaired by the Merger. The name of the Surviving Corporation shall continue to be EBB of NW Florida, Inc., a Florida corporation. The articles of

incorporation and by-laws of the Surviving Corporation shall be the articles of incorporation and by-laws of the Surviving Corporation.

2. The Board of Directors and officers of the Surviving Corporation shall be the Board of Directors and officers of the Surviving Corporation.

3. At the time the Merger becomes effective, the outstanding shares of Merged Corporation, consisting of 12 shares of voting stock and 88 shares of non-voting stock, shall automatically be canceled by virtue of the Merger. There shall be no exchange by the Merged Corporation shareholders for the right to receive shares of Surviving Corporation because Merged Corporation and Surviving Corporation have identical ownership, both in terms of identity of ownership and percentage of ownership, and therefore each shareholder of Merged Corporation will receive an increase in value of their Surviving Corporation shares equal to their percentage ownership in Surviving Corporation multiplied by the total value of Merged Corporation.

4. This Plan of Merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the States of Alabama and Florida, as applicable.

5. The effective date of this Merger shall be August 30, 2005.

6. Notwithstanding any other provision of this Agreement and Plan of Merger, it may be abandoned at any time prior to the effectiveness of the Merger by mutual consent of the Boards of Directors of Merged Corporation and Surviving Corporation.

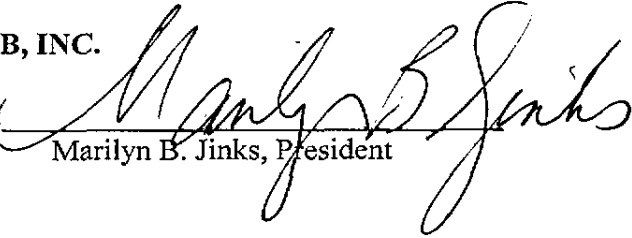
7. Articles of Merger shall be filed and recorded in the Offices of the Secretary of State of the State of Alabama and the Secretary of State of the State of Florida and Articles of Merger shall be filed in accordance with the filing and recording requirements of the Alabama Business

Corporation Act and the Florida Business Corporation Act on such date as may be agreed upon by
Merged Corporation and Surviving Corporation.

DATED this August 24, 2005, effective as of August 30, 2005.

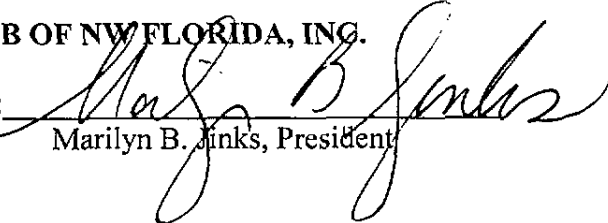
EBB, INC.

By:


Marilyn B. Jinks, President

EBB OF NW FLORIDA, INC.

By:


Marilyn B. Jinks, President