

139212

Document Number Only

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

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-09/16/99--01040--025

*****17.50 *****17.50

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-09/16/99--01040--024

*****70.00 *****70.00

Elden moving ? STORAGE, etc.

merging INTO:

INTERIM ELDEN moving ? STORAGE, LLC

W99-21416

- ☐ Profit ☐ NonProfit ☐ Amendment ☒ Merger ☐ Foreign ☐ LLC ☐ Limited Partnership ☐ Reinstatement ☐ Dissolution/Withdrawal ☐ Annual Report ☐ Reservation ☐ Mark ☐ Other ucc Filings ☐ Change of R.A. ☐ Fic. Name ☐ Certified Copy ☐ Photo Copies ☐ CUS ☐ Call When Ready ☒ Walk In ☒ Mail Out ☐ Call if Problem ☐ Will Wait ☐ After 4:30 ☒ Pick Up

Name Availability	MJH
Document Examiner	
Updater	
Verifier	
Acknowledgment	
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Please Return Extra Copies
File Stamp to:

Jeffrey Butterfield

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 16 PM 12:20

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 17, 1999

CT CORPORATION SYSTEM
ATTN: JEFFREY BUTTERFIELD

SUBJECT: INTERIM ELDER MOVING & STORAGE, LLC
Ref. Number: W99000021416

We have received your document for INTERIM ELDER MOVING & STORAGE, LLC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the Merging entity must be identical to our records, please correct the name to "ELDER MOVING & STORAGE CO.",

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 499A00045770

ATTN: ↑

please BACK DATE.

THANKS

RECEIVED
99 SEP 20 AM 11:49
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ELDER MOVING & STORAGE CO., A FLORIDA CORPORATION 139212

INTO

INTERIM ELDER MOVING & STORAGE, LLC, entity not qualified in Florida.

File date: September 16, 1999

Corporate Specialist: Michelle Hodges

ARTICLES OF MERGER

Pursuant to the provisions of R.S. Mo. §§ 347.700 through 347.740, the undersigned entities certify the following:

1. That Interim Elder Moving & Storage, LLC, a Missouri limited liability company ("Surviving Entity"), and Elder Moving & Storage Co., a Florida corporation ("Merging Entity"), are hereby merged and that Surviving Entity is the surviving entity. 139212

2. An Agreement and Plan of Merger was authorized and approved by each of Surviving Entity and Merging Entity in accordance with R.S. Mo. § 347.720.

3. The effective date of the merger shall be the date of the filing of these Articles of Merger with the Missouri Secretary of State.

4. The registered office and the registered agent of Surviving Entity shall continue to be the registered office and registered agent of the surviving entity.

5. The Articles of Organization of Surviving Entity shall continue as the Articles of Organization of the surviving entity, provided, however, that Section 1 thereof is hereby amended to read in its entirety as follows:

"1. The name of the limited liability company is Elder Moving & Storage, LLC."

6. The executed Agreement and Plan of Merger is on file at the principal place of business of Surviving Entity at One Premier Drive, Fenton, Missouri 63026. A copy of such Agreement and Plan of Merger will be furnished by Surviving Entity, on request and without cost, to any member of Surviving Entity or shareholder of Merging Entity.

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, these Articles of Merger have been executed by the
aforementioned entities as of the day and year hereafter acknowledged.

INTERIM ELDER MOVING &
STORAGE, LLC

By Donald E. Ellington
Name: DONALD E. ELLINGTON
Title: Chief Financial Officer

ELDER MOVING & STORAGE CO.

By Donald E. Ellington
Name: DONALD E. ELLINGTON
Title: Chief Financial Officer

ATTEST:

[Signature]
Assistant Secretary

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

I, Janet S. Saale, a Notary Public, do hereby certify that on the 16th day of August, 1999,
personally appeared before me Donald E. Ellington, who being by me first duly sworn, declared
that he is the Chief Financial Officer of Interim Elder Moving & Storage, LLC, that they signed the
foregoing documents as Chief Financial Officer of the limited liability company, and that the
statements therein contained are true.

My commission expires:

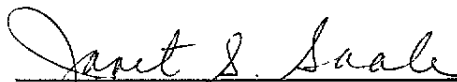
Janet S. Saale
Notary Public

JANET S. SAALE
NOTARY PUBLIC - STATE OF MISSOURI
MY COMMISSION EXPIRES JULY 11, 2002
JEFFERSON COUNTY

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

I, Janet S. Saale, a Notary Public, do hereby certify that on the 16th day of August, 1999, personally appeared before me Donald E. Ellington and Richard B. Lindemberger, who being by me first duly sworn, declared that they are the Senior Vice President and Chief Financial Officer and Assistant Secretary, respectively, of Elder Moving & Storage Co., that they signed the foregoing documents as Senior Vice President and Chief Financial Officer and Assistant Secretary, respectively, of the corporation, and that the statements therein contained are true.

My commission expires:



Notary Public

**JANET S. SAALE
NOTARY PUBLIC - STATE OF MISSOURI
MY COMMISSION EXPIRES JULY 11, 2002
JEFFERSON COUNTY**

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement of Merger") is entered into as of August 16, 1999 by and between INTERIM ELDER MOVING & STORAGE, LLC, a Missouri limited liability company ("Surviving Entity"), and ELDER MOVING & STORAGE Co., a Florida corporation ("Merging Entity") (Surviving Entity and Merging Entity are sometimes referred to herein as the "Constituent Entities").

RECITALS

A. Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Missouri.

B. Merging Entity is a corporation duly organized and existing under the laws of the State of Florida.

C. The Board of Managers of Surviving Entity and the Board of Directors of Merging Entity deem it advisable and in the best interests of each of the Constituent Entities and their respective members and shareholders that Merging Entity be merged with and into Surviving Entity (the "Merger") in accordance with the terms and conditions of this Agreement of Merger, and R.S. Mo. Sections 347.700 through 347.740 and Sections 1108 through 11101 of the Florida Business Corporation Act (collectively, the "Merger Statutes").

AGREEMENT

In consideration of the premises and the mutual covenants and agreements herein contained, the parties agree as follows:

ARTICLE ONE

The Merger

1.1 At the Effective Time (as defined below), Merging Entity shall merge with and into Surviving Entity in accordance with the terms and conditions of this Agreement of Merger and the Merger Statutes. Thereupon, the separate existence of Merging Entity shall cease, and Surviving Entity shall be the entity surviving the Merger and shall continue to exist under and be governed by the Missouri Limited Liability Company Act.

1.2 The Merger shall become effective immediately upon the date identified as the effective date of the Merger in the Articles of Merger filed with the Secretary of State of Missouri and the Department of State of Florida in accordance with the Merger Statutes (the "Effective Time").

1.3 The Merger shall have the effect specified in the Merger Statutes. All property, real, personal and mixed, of each of the Constituent Entities, and all debts due to either of them, shall be vested automatically in Surviving Entity, without further act or deed. Surviving Entity shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Entities, and any claim or judgment against either of the Constituent Entities may be enforced against Surviving Entity.

ARTICLE TWO

Articles of Organization and Operating Agreement

2.1 At the Effective Time, the Articles of Organization and the Operating Agreement of Surviving Entity in effect immediately prior to the Effective Time shall be the Articles of Organization and Operating Agreement of Surviving Entity until thereafter amended in the manner provided by law and in accordance with the Articles of Organization and Operating Agreement of Surviving Entity.

ARTICLE THREE

Managers and Officers

3.1 From and after the Effective Time, the directors of Merging Entity immediately prior to the Effective Time shall be the managers of Surviving Entity, as set forth below, and the officers of Merging Entity shall be the officers of Surviving Entity, until thereafter changed in the manner provided by law and in accordance with the requirements of the Articles of Organization and Operating Agreement of Surviving Entity; in each case each manager and officer shall serve until his or her successor is duly elected and qualified in accordance with the Articles of Organization and Operating Agreement of Surviving Entity. The name and business address of each of the initial Board of Managers of Surviving Entity are as follows:

Robert J. Baer
One Premier Drive
Fenton, Missouri 63026

Donald E. Ellington
One Premier Drive
Fenton, Missouri 63026

Morton I. Golder
One Premier Drive
Fenton, Missouri 63026

ARTICLE FOUR

Manner of Converting Equity Interests

4.1 At the Effective Time and by virtue of the Merger and without any action on the part of the holder thereof:

(a) Each share of the capital stock of Merging Entity issued and outstanding immediately prior to the Effective Time shall be deemed automatically retired and cancelled.

(b) Each equity interest in Surviving Entity issued and outstanding immediately prior to the Effective Time shall continue in existence after the Effective Time unaffected by the Merger.

ARTICLE FIVE

Termination

5.1 At any time prior to the Effective Time this Agreement of Merger may be terminated and the Merger abandoned by the Board of Directors of Merging Entity or the Board of Managers of Surviving Entity, and in such event this Agreement of Merger shall have no further force or effect and there shall be no liability on the part of the parties hereto.

ARTICLE SIX

Counterparts

6.1 This Agreement of Merger may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

ARTICLE SEVEN

Amendment

7.1 At any time prior to the Effective Time and subject to applicable law, this Agreement of Merger may be amended, modified or supplemented only by written agreement of the parties executed by their respective duly authorized representative.

IN WITNESS WHEREOF, each party has caused this Agreement of Merger to be executed by its duly authorized representative.

INTERIM ELDER MOVING & STORAGE, LLC

By Donald E. Ellington
Name: DONALD E. ELLINGTON
Title: Chief Financial Officer

ELDER MOVING & STORAGE CO.,

By Donald E. Ellington
Name: DONALD E. ELLINGTON
Title: Chief Financial Officer