

180887

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

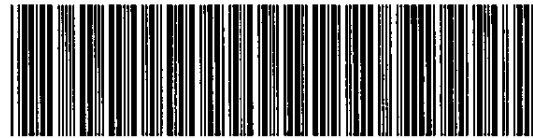
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**FILED**

**Dec 31, 2012 08:00 AM**

**Secretary of State**

Meager  
2/21/13



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 10, 2013

DONNA BAYLOR  
CJ STOLL, INC.  
921 11TH STREET NORTH  
ST. PETERSBURG, FL 33705

SUBJECT: C.J. STOLL INCORPORATED  
Ref. Number: 180887

We have received your document for C.J. STOLL INCORPORATED . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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.

Sylvia Gilbert  
Regulatory Specialist II

Letter Number: 113A00000756

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13 FEB 14 AM 10:12

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** C.J. STOLL INCORPORATED  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

DONNA BAYLOR  
Contact Person

C.J. STOLL INCORPORATED  
Firm/Company

921 11th Street North  
Address

St. Petersburg, FL 33705  
City/State and Zip Code

mbaylor2@tampabay.rr.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donna Baylor  
Name of Contact Person

At ( 727 ) 894-5106  
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

**ARTICLES OF MERGER**  
**(Profit Corporations)**

**FILED**  
**Dec 31, 2012 08:00 AM**  
**Secretary of State**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>C.J. STOLL INCORPORATED</u>	<u>FLORIDA</u>	<u>180887</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SUNSHINE ACCEPTANCE INC.</u>	<u>FLORIDA</u>	<u>166797</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** 12 / 31 / 2012 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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 12/26/2012.

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 2/26/2012.

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)*

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, 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>
<u>C.J. STOLL INCORPORATED</u>	<u>FLORIDA</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>SUNSHINE ACCEPTANCE INC</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

STOCK FOR STOCK EXCHANGE. ASSETS AND LIABILITIES OF "MERGING" CORPORATION (SUNSHINE ACCEPTANCE INC ) BECOME THOSE OF "SURVIVING" CORPORATION (C.J. STOLL INCORPORATED). C.J. STOLL INCORPORATED WILL ISSUE STOCK TO THE SHAREHOLDERS OF SUNSHINE ACCEPTANCE INC IN EXCHANGE FOR THOSE SHAREHOLDERS' SHARES OF SUNSHINE ACCEPTANCE INC STOCK.

**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:

SUNSHINE ACCEPTANCE INCORPORATED: FAIR MARKET VALUE FOR MERGER  
C.J. STOLL INCORPORATED & SUNSHINE ACCEPTANCE INC :  
STOCK ISSUANCE FOR MERGER (~~See attached schedule of exchange~~ necessary)

(SEE ATTACHED OF ABOVE)

**C.J. STOLL INCORPORATED & SUNSHINE ACCEPTANCE INC  
STOCK ISSUANCE FOR MERGER  
12/26/2012**

Sunshine Acceptance Incorporated Value/Share		\$436.00
		<u>Shares</u>
Donna Baylor	\$115,976.00	266
Lauren Baylor	\$ 54,936.00	126
Matthew Baylor	\$ 53,192.00	122

**C.J. Stoll Incorporated Per Valuation**

Value/Share – C.J. Stoll Incorporated	\$5,500.00
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**Shares to issue from C.J. Stoll Incorporated for Sunshine Acceptance Inc**

<u>Shareholder</u>	<u>C.J. Stoll Incorporated Issued Shares</u>	<u>Issued Shares Value</u>
Donna Baylor	21	\$115,500.00
Lauren Baylor	10	\$ 55,000.00
Matthew Baylor	10	\$ 55,000.00

<u>Shareholder</u>	<u>Pre-Merger Shares Held of C.J. Stoll Incorporated</u>	<u>C.J. Stoll Incorporated Issued Shares</u>	<u>Post-Merger Shares Held of C.J. Stoll Incorporated</u>
Donna Baylor	213	21	234
Lauren Baylor	7	10	17
Matthew Baylor	16	10	26

**Sunshine Acceptance Inc**  
**Fair Market Value for Merger**  
**12/26/2012**

**FMV of Sunshine Acceptance Inc**

<u>Description</u>	<u>Approximate Values @12/26/2012</u>
Cash	\$23,000.00
Other Assets	\$ 8,800.00
Real Estate	\$200,000.00
Liabilities	\$ (7,500.00)

		<u>Shares</u>
	<u>\$224,300.00</u>	<u>514</u>
Value/Share	\$436.00	
Donna Baylor	\$115,976.00	266
Lauren Baylor	\$ 54,936.00	126
Matthew Baylor	\$ 53,192.00	122
		<u>514</u>

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

NOT APPLICABLE

OR

Restated articles are attached:

NOT APPLICABLE

Other provisions relating to the merger are as follows:

NOT APPLICABLE



Name of Corporation

Typed or Printed Name of Individual & Title

~~C. J. STOLL INCORPORATED~~

~~DONNA BAYLOR, PRESIDENT~~

SUNSHINE ACCEPTANCE INC

DONNA BAYLOR, PRESIDENT