

204280

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

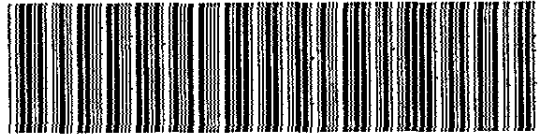
(Business Entity Name)

(Document Number)

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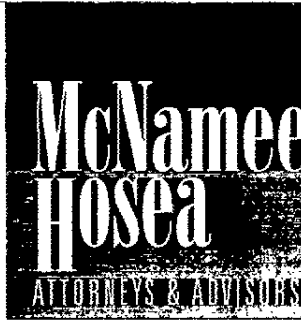


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*Merge
News*

11/30/07--01008--018 **78.75

FILED
2007 FEB -6 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Esther A. Streete, Esquire
Admitted in Maryland

McNamee, Hosea, Jernigan, Kim,
Greenan & Walker, P.A.

Email: estreete@mhlawyers.com
Direct Dial: Extension 209

February 6, 2007

Via FedEx

Ms. Thelma Lewis
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles & Plan of Merger of Clevenger Corporation
MH File No.: 13291-0002

Dear Ms. Lewis:

Pursuant to your letter dated January 31, 2007, I am resubmitting the enclosed Articles and Plan of Merger for Clevenger Corporation for filing. Please return all correspondence concerning this matter, including a certified copy of the filed Articles of Merger, to my attention at the address below. An extra copy of the Articles is enclosed.

I understand the filing fee is \$35.00 for each merging and \$35.00 for each surviving corporation, and \$8.75 for the certified copy. A check in the amount of \$78.75 made payable to the Florida Department of State was submitted at the time of my initial attempt to file and it was not returned with the rejected documents. Hence, no check is enclosed herein. Your January 31, 2007 letter, which is enclosed, references your receipt of the check.

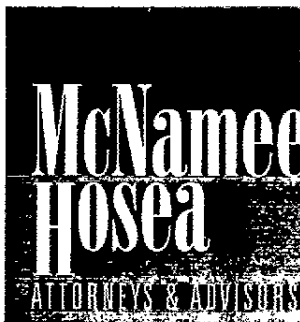
Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call.

Very truly yours,

A handwritten signature in black ink that reads 'Estreete'.

Esther A. Streete

Enclosure



Esther A. Streete, Esquire
Admitted in Maryland

McNamee, Hosea, Jernigan, Kim,
Greenan & Walker, P.A.

Email: estreete@mhlawyers.com
Direct Dial: Extension 209

January 26, 2007

Via FedEx

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger of Clevenger Corporation
MH File No.: 13291-0002

Dear Sir/Madam:

I have enclosed for filing the attached Articles of Merger of Clevenger Corporation. Please return all correspondence concerning this matter, including a certified copy of the filed Articles of Merger, to my attention at the address below. An extra copy of the Articles is enclosed. I understand the filing fee is \$35.00 for each merging and \$35.00 for each surviving corporation, and \$8.75 for the certified copy. A check in the amount of \$78.75 made payable to the Florida Department of State is enclosed.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call.

Very truly yours,

A handwritten signature in cursive script that reads 'Esther A. Streete'.

Esther A. Streete

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 31, 2007

ESTHER A. STREELE, ESQ.
MCNAMEE, HOSEA, JERNIGAN, KIM, ET AL
6411 IVY LANE, SUITE 200
GREENBELT, MD 20770

SUBJECT: CLEVINGER CORPORATION
Ref. Number: 204280

We have received your document for CLEVINGER CORPORATION and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 407A00007509

ARTICLES AND PLAN OF MERGER

BETWEEN

CLEVINGER CORPORATION

(A Florida Corporation)

AND

CLEVINGER CORPORATION II

(A Maryland Corporation)

FILED
2007 FEB -6 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

CLEVINGER CORPORATION, a corporation duly organized and existing under the laws of the State of Florida ("*CC Florida*"), and CLEVINGER CORPORATION II, a corporation duly organized and existing under the laws of the State of Maryland ("*CC II*"), do hereby certify that:

FIRST: CC Florida and CC II agree to merge, and CC Florida is merging with and into CC II.

SECOND: The name and place of incorporation of each party to these Articles of Merger are Clevenger Corporation, a Florida corporation, and Clevenger Corporation II, a Maryland corporation. Clevenger Corporation II shall survive the merger and shall continue under the name "**CLEVINGER CORPORATION**" ("*Survivor*") as a corporation of the State of Maryland.

THIRD: Survivor's principal office address in its home state is 10718 Tucker Street, Beltsville, Maryland 20705.

FOURTH: Since Survivor is not formed, organized or incorporated under the laws of Florida, Survivor agrees to appoint the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of CC Florida, if any, and to promptly pay to any dissenting shareholders of CC Florida the amount, if any, to which they are entitled pursuant to Section 607.1302, Florida Statute.

FIFTH: CC Florida was incorporated on July 17, 1957 under the name of D & C. Planning Company, Inc. and on March 28, 1958, it changed its name to The Clevenger Corporation. The date of incorporation of CC II was January 24, 2007.

SIXTH: CC Florida has its principal office in Prince George's County, Maryland. CC II has its principal office in Prince George's County, Maryland. CC Florida owns an interest in land which is located in Prince George's County Maryland.

SEVENTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by each corporation party to these Articles of Merger in the manner and by the vote required by its Charter and the laws of the state of its incorporation. The manner of approval was as follows:

(a) By unanimous written consent in lieu of a special meeting of the Board of Directors and Stockholders of CC Florida on even date herewith the Board of Directors and Stockholders of CC Florida adopted resolutions which approved the Articles of Merger, and the proposed merger. The proposed merger was approved by the affirmative vote of all the votes entitled to be cast on the matter.

(b) By unanimous written consent in lieu of a special meeting of the Board of Directors and Stockholders of CC II on even date herewith the Board of Directors and Stockholders of CC II adopted resolutions which approved the Articles of Merger, and the proposed merger. The proposed merger was approved by the affirmative vote of all the votes entitled to be cast on the matter.

EIGHTH: No amendment to the Charter of CC II is to be effected as a part of the merger except Article II thereof, relating to the name of the corporation, which is hereby amended and changed so as to read as follows at the effective time and date of the merger:

"The name of the corporation is: Clevenger Corporation."

NINTH: The total number of shares of stock of all classes which CC Florida has authority to issue is 100 shares of Common Stock (zero par value stock). The aggregate par value of all the shares of stock of all classes of CC Florida is \$0.00. The total number of shares of stock of all classes which CC II has authority to issue is 100 shares, of Common Stock (zero par value stock). The aggregate par value of all the shares of stock of all classes of CC II is \$0.00.

TENTH: The merger does not increase the authorized stock of CC II.

ELEVENTH: The terms and conditions of the merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging shares of Common Stock of CC Florida into shares of Common Stock of CC II are as follows:

(a) Prior to the merger, the outstanding shares of Common Stock of CC Florida and CC II are held as follows:

<u>Company</u>	<u>Number of Outstanding Shares</u>	<u>Shareholder</u>
CC Florida	82	Clifton L. Clevenger, III
	10	David Clevenger
CC II	82	Clifton L. Clevenger, III
	10	David Clevenger

(b) Each share of the Common Stock of CC Florida, if any, which remains unissued on the Effective Date of this merger shall be canceled.

(c) Each share of the Common Stock of CC Florida which is issued and outstanding on the Effective Date shall be exchanged by CC II for one (1) share of Common Stock of CC II.

(d) After the merger transaction described above shall have become effective, each holder of an outstanding certificate or certificates theretofore representing the Common Stock of CC Florida shall surrender the same to CC II and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the interest into which the Common Stock of CC Florida represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

(e) Following the merger and upon the surrender of the Common Stock of CC Florida the outstanding shares of Common Stock of CC II shall be held as follows:

<u>Company</u>	<u>Number of Outstanding Shares</u>	<u>Shareholder</u>
Clevenger Corporation	82	Clifton L. Clevenger, III
	10	David Clevenger

Until such surrender, the Common Stock of CC Florida shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the shares of the Common Stock of CC Florida. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to stockholders of CC Florida as of any date subsequent to the Effective Date shall be paid to the such stockholders, but upon surrender of any such certificate or certificates, there shall be paid to the record holders of the certificate of CC Florida delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which

shall have theretofore become payable to them with respect to such interest of CC Florida.

If any holder of an outstanding certificate or certificates representing the Common Stock of CC Florida shall deliver to CC II such affidavits, indemnity agreements or surety bonds as CC II shall reasonably require in conformity with its customary procedure with respect to lost stock certificates, CC II shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing the Common Stock of CC Florida.

TWELFTH: The merger is permitted under the laws of the state of Maryland and such laws have been complied with.

ELEVENTH: The merger shall become effective upon filing.

IN WITNESS WHEREOF, CLEVINGER CORPORATION, a Florida corporation, and CLEVINGER CORPORATION, a Maryland corporation, have caused these Articles of Merger to be signed in their respective names and on their respective behalves by their respective presidents or chairmen and witnessed by their respective secretaries effective on this 24th day of January, 2007.

ATTEST: [SEAL]:

CLEVINGER CORPORATION
A Florida corporation

Suzanne S. Gossett
Suzanne S. Gossett, Secretary

By: Clifton L. Clevenger, III
Clifton L. Clevenger, III, President


ATTEST: [SEAL]:

CLEVINGER CORPORATION
A Maryland corporation


Suzanne S. Gossett
Suzanne S. Gossett, Secretary

By: Clifton L. Clevenger, III
Clifton L. Clevenger, III, President

THE UNDERSIGNED, President of CLEVINGER CORPORATION, a Florida corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Clinton L. Clevenger, III, President

THE UNDERSIGNED, President of CLEVINGER CORPORATION, a Maryland corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Clinton L. Clevenger, III, President