

323223

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323223

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 NOV 25 AM 11:00

FILED

N. CAUSSEAU

DEC 17 2009

EXAMINER

PAUL &
ELKIND, P.A.
ATTORNEYS AT LAW

HARLAN L. PAUL *
DARREN J. ELKIND *
MATTHEW D. BRANZ
MICHAEL S. TUMA
MICHAEL P. KELTON
CHRISTOPHER B. PAUL

142 EAST NEW YORK AVENUE
DELAND, FLORIDA 32724
PHONE 386-734-3020
FACSIMILE: 386-734-3096

505 DELTONA BOULEVARD
SUITE 105
DELTONA, FL 32725
PHONE: 386-574-5634
FACSIMILE: 386-574-5665

* *Board Certified Civil Trial Lawyer*

REPLY TO: **DeLand**

November 20, 2009

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Pierson Supply Co

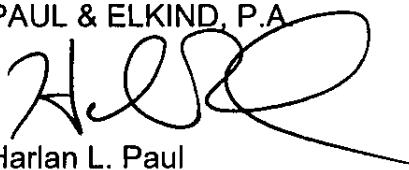
Dear Sir/Madam:

Enclosed please find the Articles of Merger for Pierson Supply Co and DeLand Power & Turf, LLC as well as our check in the amount of \$70.00 for the filing fee.

Please return all correspondence concerning this matter to the undersigned at the above address. Thank you for your assistance.

Very truly yours,

PAUL & ELKIND, P.A.



Harlan L. Paul

HLP/jlm

Enclosures

cc: Pierson Supply Co (w/enclosures)
Ann J. Rigsby, CPA (w/enclosures)

Articles of Merger
For
Florida Profit Corporation
And
Florida Limited Liability Company

FILED
09 NOV 25 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit Corporation and Florida Limited Liability Company in accordance with §607.1109 or §617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PIERSON SUPPLY CO (Florida Document Number 323223)	Florida	Corporation 323223
DELAND POWER & TURF, LLC (Florida Document Number L05000005151)	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PIERSON SUPPLY CO (Florida Document Number 323223)	Florida	Corporation

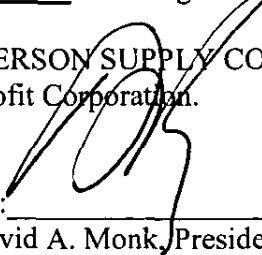
THIRD: The attached Plan of Merger was approved by each corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each corporation and limited liability company that is a party to the merger in accordance with the applicable laws of the state of Florida, which is the jurisdiction under which each was formed and organized.

FIFTH: The effective date of the merger is December 31, 2009.

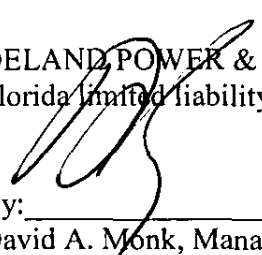
SIXTH: Signature(s) for Each Party:

PIERSON SUPPLY CO, a Florida
Profit Corporation.

By: 

David A. Monk, President

DELAND POWER & TURF, LLC, a
Florida limited liability company.

By: 

David A. Monk, Managing Member

FILED
09 NOV 25 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PIERSON SUPPLY CO (Florida Document Number 323223)	Florida	Corporation
DELAND POWER & TURF, LLC (Florida Document Number L05000005151)	Florida	Limited Liability

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PIERSON SUPPLY CO (Florida Document Number 323223)	Florida	Corporation

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

Effective December 31, 2009, all assets of Deland Power & Turf, LLC, including, without limitation, all real property, personal property, intangible property, and contract rights, shall become assets of the surviving party, Pierson Supply Co, by operation of law pursuant to §608.4383 and §620.8919 Florida Statutes. Likewise, all liabilities of Deland Power & Turf, LLC shall become the liabilities of Pierson Supply Co, by operation of law pursuant to §608.4383 and §620.8919 Florida Statutes.

The owners of Pierson Supply Co are the same as the members of Deland Power & Turf, LLC, and the ownership interest of each individual partner/member, on a percentage basis, is identical with respect to each of the merging entities. Consequently, each individual partner/member shall retain their current membership interest in the resulting entity.

FOURTH:


A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:


Since the members of Deland Power & Turf, LLC are the same as the owners of the surviving entity, Pierson Supply Co each members/owners proportional interest in the surviving entity will

remain identical as before the merger. The members interest in Deland Power & Turf, LLC shall be merged into and shall become the already existing interests in the surviving entity.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Since the members of Deland Power & Turf, LLC are the same as the owners of the surviving entity, Pierson Supply Co, with identical ownership interest, the owners existing rights to acquire interests in the surviving entity shall remain the same as before the merger.

By: 
David A. Monk, President

By: 
David A. Monk, Managing Member

FILED
09 NOV 25 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA