

328176

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

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MERGER OR SHARE EXCHANGE
GMRI, Inc.

Certificate of Status	0
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FILED
13 MAY - 1 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 03 2013

T. ROBERTS

5/1/13 10:25 AM

FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 1, 2013

GMRI, INC.
P.O. BOX 695019
ORLANDO, FL 32869USSUBJECT: GMRI, INC.
REF: 328176

Tina,
Can we pls
keep the
original
Submission
date?

Thank you!
Kristine

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Merger should be filed pursuant to 607.1105. It appears that you completed the wrong form.

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.

Tina Roberts
Regulatory Specialist II

FAX Aud. #: H13000098372
Letter Number: 413A00010550

RECEIVED

13 MAY -3 AM 8:08

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER

(Profit Corporations)

13 MAY -1 PM 3: 01

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

SECRETARY OF STATE
FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GMRI, INC.	FLORIDA	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GMRI REALTY, INC.	MARYLAND	

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 05 / 01 / 2013 (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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 04/26/2013 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 04/26/2013

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)

Name of Corporation

Typed or Printed Name of Individual & Title

GMRI, INC.

O.R. Chinn

WILLIAM R. WHITE, III, DIRECTOR

GMRI, INC.

U.R. Ph...

WILLIAM R. WHITE, III, PRESIDENT

GMRI REALTY, INC.

Vasudeva

DOUGLAS E. WENTZ, SECRETARY

GMRI REALTY, INC.

Pat. Harmon

PATRICK HARRIGAN, DIRECTOR

GMRI REALTY, INC.

Two Plants

DOUGLAS E. WENTZ, DIRECTOR

GMRI REALTY, INC.

OK

WILLIAM R. WHITE, III, DIRECTOR

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:

Name

Jurisdiction

GMRI, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

GMRI REALTY, INC.

MARYLAND

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

The Merging Party shall be merged with and into the Surviving Party which shall be the surviving entity at the effective date of the merger and which shall continue to exist as a corporation under the laws of the State of Florida. The Surviving Party shall success to all rights, assets, liabilities and obligations of the Merging Party, and the separate existence of the Merging Party shall cease at the effective date of the merger. The Articles of Incorporation of the Surviving Party at the effective date of the merger shall continue to be the Articles of the Incorporation of the Surviving Party. The By-Laws of the Surviving Party at the effective date of the merger shall continue to be the By-Laws of the Surviving Party, as the surviving corporation, and will continue in full force and effect unless amended by its stockholders.

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:

A. Common Stock. The holders of the outstanding Common Stock of the Merging Party and the Surviving Party are identical. Accordingly, at the effective date of the merger, by virtue of the merger and without any action on the part of the holders thereof, each share of Common Stock of the

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of the Merging Party into the interests, shares, obligations or other securities of the Surviving Party are as follows:

A. Common Stock. The holders of the outstanding Common Stock of the Merging Party and the Surviving Party are identical. Accordingly, at the effective date of the merger, by virtue of the merger and without any action on the part of the holder(s) thereof, each share of Common Stock of the Merging Party shall be cancelled automatically. Each share of Common Stock of the Surviving Party outstanding immediately prior to the effective date of the merger will continue to represent the outstanding shares of Common Stock of the Surviving Party.

B. Preferred Stock. Each share of Preferred Stock issued and outstanding immediately prior to the effective date of the Merger will be converted into the right to receive, upon surrender of a share certificate formerly representing such shares in a manner provided in this section 4(B), without interest, an amount equal to \$500.00 per share, plus an amount per share equal to all declared but unpaid dividends thereon ("Liquidation Preference"). At the time of the Merger, all shares of Preferred Stock will no longer be outstanding and will automatically be cancelled and will cease to exist, and each holder of a Preferred Share Certificate that immediately prior to the effective date of the Merger represented any such shares will cease to have any rights with respect thereto, except the right to receive the consideration in accordance with this section 4(B).

C. Liquidation Preference Procedure. As soon as reasonably practicable after the effective date of the Merger, GMRI will mail to each holder of record of Preferred Stock, as appropriate, the following documents or instruments: (i) a letter of transmittal in customary form as reasonably agreed by GMRI and GMRI Realty which will have such provisions as GMRI and GMRI Realty may reasonably specify and (ii) instructions for effecting the surrender of Preferred Stock Certificates in exchange for the Liquidation Preference to which such person is entitled. Upon proper surrender of the Preferred Stock Certificate to GMRI, together with such letter of transmittal, duly completed and validly executed in accordance with the instructions thereto, and such other documentation as may be reasonably required by GMRI, the holder of such Preferred Stock Certificate shall be entitled to receive the Liquidation Preference to which the person is entitled pursuant to this Plan of Merger, and the Preferred Stock Certificates so surrendered will be immediately cancelled. In the event of a transfer of ownership of a Preferred Stock Certificate that is not registered in the transfer records of GMRI Realty, the Liquidation Preference to which such person is entitled may be paid to a transferee if the Preferred Stock Certificate representing such shares is presented to GMRI, accompanied by all documents required to evidence and effect such transfer and by evidence that any applicable taxes have been paid. Until surrendered as contemplated by this Plan of Merger, each Preferred Stock Certificate will be deemed at any time after the date of Merger to represent only the right to receive the Liquidation Preference that the holder of such Preferred Stock Certificate has the right to receive upon surrender of such Preferred Stock Certificate. No interest will be paid or will accrue on the cash payable upon surrender of any Preferred Stock Certificate.

FIFTH: An executed Plan of Merger is on file at the principal place of business of the Surviving Party, at the following address:

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: