

335193

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January 24, 2000

\* BOARD CERTIFIED CIVIL TRIAL LAWYER

\*\* ALSO MEMBER OF NEW YORK BAR

† BOARD CERTIFIED IN WILLS, TRUSTS & ESTATES

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300003110053--7  
-01/25/00--01062--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed are two copies of Articles of Merger of Parrish Central, Inc. and M. M. Parrish Construction Co. and our check in the amount of \$70.00 to cover cost of filing fee. Please return the copy showing the filing date to us.

If there are any questions, please call. Thank you.

Very truly yours,

*Katie Moore*

Katie Moore, Secretary  
to Mrs. Gershow

*Mrs. Gershow Authorized  
to show date of adoption  
on plan of merger as of  
12-30-99 and to take  
it to court + 3 #6*

*Merger  
KFT  
2-8-2000*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 25 PM 4:22

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PARRISH CENTRAL, INC., a Florida corporation (Document #P95000023952)

INTO

**M. M. PARRISH CONSTRUCTION CO.**, a Florida entity, 335193.

File date: January 25, 2000

Corporate Specialist: Louise Flemming-Jackson

00 JAN 25 PM 4:22

ARTICLES OF MERGER

I. The names of the corporations which are party to the merger are as follows:

PARRISH CENTRAL, INC.

M. M. PARRISH CONSTRUCTION CO.

The Surviving Corporation is M. M. PARRISH CONSTRUCTION CO.

II. The following is the Plan of Merger as adopted by the Board of Directors and approved by the Shareholders of each of the Corporations set out above:

PLAN OF MERGER

THIS PLAN OF MERGER, by and between PARRISH CENTRAL, INC., a Florida corporation, and M. M. PARRISH CONSTRUCTION CO., a Florida corporation, such corporations being hereinafter sometimes referred to together as "the Constituent Corporations,"

W I T N E S S E T H:

WHEREAS, PARRISH CENTRAL, INC. is a corporation duly organized and existing under the laws of the State of Florida, and having an authorized capital stock consisting of one thousand (1,000) shares of which 500 are common voting shares with a par value of One Dollar (\$1.00) a share, of which 300 shares are issued and outstanding, and 500 are common non-voting shares with a par value of One Dollar (\$1.00) of which 200 shares are issued and outstanding; and

WHEREAS, M. M. PARRISH CONSTRUCTION CO. is a corporation duly organized and existing under the laws of the State of Florida, and having an authorized capital stock consisting of ten thousand (10,000) shares all of which are common voting shares with a par value of One Dollar (\$1.00) a share, of which two hundred forty

(240) shares are issued and outstanding; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable that these corporations merge; and

WHEREAS, the laws of the State of Florida permit such a merger and the Constituent Corporations desire to merge under and pursuant to the provisions of the laws of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, it is agreed that PARRISH CENTRAL, INC. shall be and hereby is merged into M. M. PARRISH CONSTRUCTION CO. which shall be the Surviving Corporation and the terms and conditions of such merger and the mode of carrying it into effect are and shall be as follows:

1. NAME OF SURVIVING CORPORATION: The name of the corporation which is sometimes hereafter referred to as "the Surviving Corporation" shall from and after the effective date of the merger be M. M. PARRISH CONSTRUCTION CO.

2. ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION:  
The Articles of Incorporation of the Surviving Corporation shall be unaffected by this merger and shall continue in existence in their current form.

3. EFFECTIVE DATE OF MERGER: The effective date of the merger shall be at the opening of business on January 1, 2000.

4. CONVERSION OF SHARES: The manner of converting the shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows: A conversion ratio will be determined based on the book value of the respective corporations as of December 31, 1999.

5. STATED CAPITAL: The assets of the disappearing

corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

6. DIRECTORS: The Directors of the surviving Corporation shall be JOEL BUZBEE, FRED NOBLES AND MICHAEL WALSH.

III. The Plan of Merger was adopted in a joint meeting of the Board of Directors and Shareholders of each of the Corporations which are parties to the merger on December 30, 1999.

Dated this 30th day of December, 1999.

M. M. PARRISH CONSTRUCTION CO.

By: Joel Buzbee

JOEL BUZBEE, PRESIDENT

PARRISH CENTRAL, INC.

By: Joel Buzbee

JOEL BUZBEE, PRESIDENT

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 30th day of December, 1999, by JOEL BUZBEE as President of PARRISH CENTRAL, INC. AND M. M. PARRISH CONSTRUCTION CO.

Edward B. Myers

Notary Public, State of Florida at Large



EDWARD B. MYERS

COMMISSION # CC 698014

EXPIRES DEC 26, 2001

Print, Type Stamp and Commissioned Name  
of Notary Public ATLANTIC BONDING CO., INC.

Personally Known ☒ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced:

- ☐ Current Florida Driver's License  
☐ Other \_\_\_\_\_