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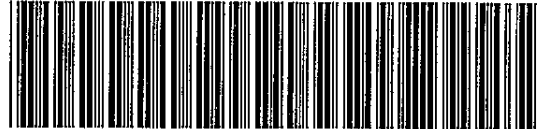
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COVER LETTER

OCT 14 2005

TO: Amendment Section
Division of Corporations

SUBJECT: HIGH MEADOW CORPORATION
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

John Lee Williams, Esq.
(Contact Person)

Porch Peeler Williams Thomason
(Firm/Company)

102 South Court Square
(Address)

Waverly, Tennessee 37185
(City/State and Zip Code)

For further information concerning this matter, please call:

John Lee Williams At (931) 296-7741
(Name of Contact Person) (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)

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DIVISION OF CORPORATIONS
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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>High Meadow Corporation</u>	<u>Tennessee</u>	<u>0500275</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Flatenco, Inc.</u>	<u>Florida</u>	<u>363243</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
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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 10 / 15 / 05 (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 September 1, 2005.

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 September 1, 2005.

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)

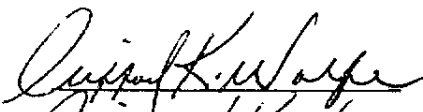
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

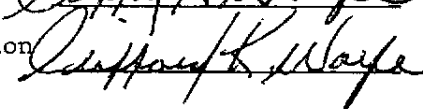
Typed or Printed Name of Individual & Title

Flatenco, Inc.



Clifford K. Wolfe, President

High Meadow Corporation



Clifford K. Wolfe, President

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

High Meadow Corporation

Tennessee

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

Name

Jurisdiction

Flatenco, Inc.

Florida

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

- a. All property and assets of Flatenco, Inc. becomes the property of High Meadow Corporation.
- b. All outstanding debts and obligations of Flatenco, Inc. are assumed and become the debts and obligations of High Meadow Corporation.

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. All shares of Flatenco, Inc. are surrendered and canceled.
- b. The outstanding shares of High Meadow Corporation become the sole issued and outstanding shares of the merged Corporations. (Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

None.

OR

Restated articles are attached:

None.

Other provisions relating to the merger are as follows:

See attached Articles filed with Tennessee Secretary of State to accomplish filing and merger in such jurisdiction.

ARTICLES OF MERGER OF FLATENCO, INC.,
INCORPORATED IN THE STATE OF FLORIDA,
INTO HIGH MEADOW CORPORATION
IN THE STATE OF TENNESSEE

RECEIVED
STATE OF TENNESSEE

2005 SEP 21 AM 10:37

RILEY DARNELL
SECRETARY OF STATE

FILED

Pursuant to corporation laws provided in the laws of the State of Florida, Flatenco, Inc., desiring to effect a merger with and into High Meadow Corporation, a Tennessee corporation, and pursuant to the corporation laws of the State of Tennessee, High Meadow Corporation, a Tennessee corporation, desiring to effect a merger with Flatenco, Inc., a Florida corporation, set forth the following:

ARTICLE I

The corporation surviving the merger is High Meadow Corporation, a Tennessee corporation.

ARTICLE II

The surviving corporation is a foreign corporation to the State of Florida and was incorporated under the laws of the State of Tennessee.

The date of incorporation of the surviving corporation is August 16, 2005. The Tennessee Secretary of State Corporation Control Number is 0500275.

The surviving corporation is not presently qualified to do business in the State of Florida.

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ARTICLE III

The non-surviving corporation is Flatenco, Inc., a Florida corporation.

The state of domicile of the non-surviving corporation is the State of Florida.

The date of incorporation of the non-surviving corporation is April 28, 1970. The Florida Secretary of State Business Identifier Number is 363243.

ARTICLE IV

The Plan of Merger is as follows:

PLAN OF MERGER

1. The corporations merging are Flatenco, Inc., incorporated in the State of Florida, and High Meadow Corporation, incorporated in the State of Tennessee.
2. The surviving corporation is High Meadow Corporation. The non-surviving corporation is Flatenco, Inc.
3. The terms and conditions of the merger are:
 - a. All property and assets of Flatenco, Inc. becomes the property of High Meadow Corporation.
 - b. All outstanding debts and obligations of Flatenco, Inc. are assumed and become the debts and obligations of High Meadow Corporation.
4. The manner and basis of converting the shares of each corporation is as follows:

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a. All shares of Flatenco, Inc. are surrendered and canceled.

b. The outstanding shares of High Meadow Corporation become the sole issued and outstanding shares of the merged corporations.

ARTICLE V

The manner of adoption and vote of the surviving corporation is by the unanimous consent of the sole shareholder and director of High Meadow Corporation, a Tennessee corporation, namely Clifford K. Wolfe.

ARTICLE VI

The manner of adoption and vote of the non-surviving corporation is by the unanimous consent of the sole shareholder and director of Flatenco, Inc., a Florida corporation, namely Clifford K. Wolfe.

ARTICLE VII

The Articles of Merger are effective as of September 1, 2005.

Adopted this September 1, 2005 by the Sole Shareholder and Director of Flatenco, Inc., a State of Florida corporation, and by the Sole Shareholder and Director of High Meadow Corporation, a State of Tennessee corporation, and executed for and on behalf

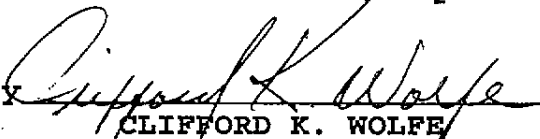
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of each corporation this same date by their duly authorized officer.

FLATENCO, INC.,
a State of Florida corporation

and

HIGH MEADOW CORPORATION,
a State of Tennessee corporation

by 
CLIFFORD K. WOLFE
President, Shareholder & Director