

410422

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

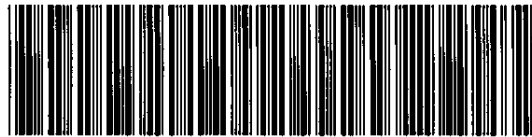
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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06/10/09--01037--008 \*\*78.75

FILED  
09 JUN 22 AM 9:50  
SECRETARY OF STATE  
FALL AHAASSTF LORNOA

Merger

06/24/09

Dc

Law Office's of

**WILLIAM J. KIMPTON, PA**

---

605 Palm Boulevard, Suite B  
Dunedin, FL 34698

Telephone: (727) 733-7500  
FAX: (727) 733-7511  
email: [bill@kimptonlaw.com](mailto:bill@kimptonlaw.com)

June 8, 2009

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: T.L. Hunt, Inc./Switch-I-D, Inc.

Gentlemen:

Enclosed please find original and photocopy of Articles of Merger regarding the above referenced corporations.

Further enclosed is our check in the amount of \$78.75 to cover the cost of the filing fee. Please return a certified copy of the Articles of Merger after filing.

Very truly yours,

WILLIAM J. KIMPTON, P.A.



William J. Kimpton

WJK:jll

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 15, 2009

WILLIAM J. KIMPTON, P.A.  
605 PALM BLVD.  
SUITE B  
DUNEDIN, FL 34698

SUBJECT: T.L. HUNT, INC.  
Ref. Number: 410422

We have received your document 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) 245-6906.

Darlene Connell  
Regulatory Specialist II

Letter Number: 409A00020113

*Plan of Merger is now attached. Thank you.*

RECEIVED  
2009 JUN 22 AM 8:00  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

**ARTICLES OF MERGER  
OF FLORIDA CORPORATIONS  
INTO  
T.L. HUNT, INC.**

FILED  
09 JUN 22 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act

2. The dates of adoption of the Plan of Merger by the shareholders were:

| Name of Corporation | Date              |
|---------------------|-------------------|
| T.L. Hunt, Inc.     | December 31, 2008 |
| Switch-I-D, Inc.    | December 31, 2008 |

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

| Name             | No. Shares<br>Outstanding |
|------------------|---------------------------|
| T.L. Hunt, Inc.  | 800                       |
| Switch-I-D, Inc. | 100                       |

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number

of shares of such class voted for and against such Plan, respectively are as follows:

| Name             | Total Voted for | Total Voted Against |
|------------------|-----------------|---------------------|
| T.L. Hunt, Inc.  | 800             | 0                   |
| Switch-I-D, Inc. | 100             | 0                   |

Dated: April 29, 2009

T.L. HUNT, INC., a Florida corporation

By:   
Torrence L. Hunt, President

(CORPORATE SEAL)

Attest:

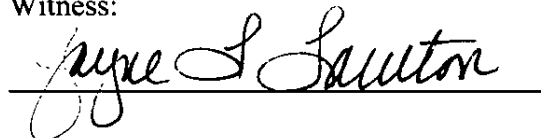
  
Sheryl L. Marks, Secretary

SWITCH-I-D, INC., a Florida corporation

By:   
Torrence L. Hunt, President

(CORPORATE SEAL)

Witness:



STATE OF FLORIDA     )  
COUNTY OF PINELLAS   )

Before me, the undersigned authority, personally appeared TORRENCE L. HUNT and SHERYL L. MARKS, as President and Secretary respectively, of T.L. HUNT, INC., a Florida corporation, (✓) who are personally known to me, or ( ) who have produced identification and who subscribed the above Articles of Merger, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my seal at Dunedin, in said County and State this 29<sup>th</sup> day of April, 2009.

My commission expires:

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

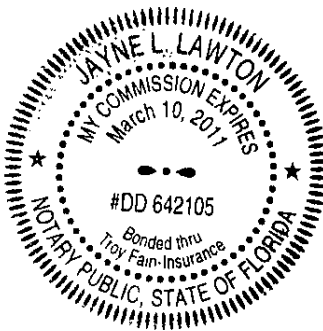


Jayne L. Lawton  
Notary Public, State of Florida  
Name: \_\_\_\_\_

Before me, the undersigned authority, personally appeared TORRENCE L. HUNT, as President of T.L. HUNT, INC., a Florida corporation, ( ☒ ) who is personally known to me, or (    ) who has produced identification and who subscribed the above Articles of Merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my seal at Dunedin, in said County and State this 29<sup>th</sup> day of April, 2009.

My commission expires:



Jayne L. Lawton  
Notary Public, State of Florida  
Name: \_\_\_\_\_

## **PLAN OF MERGER**

**This Plan of Merger** dated this <sup>20th</sup>~~27th~~ day of April, 2009, pursuant to Florida Chapter 607.1101 of the general corporation laws of the State of Florida, between **SWITCH-I-D, INC.**, a Florida corporation, hereinafter referred to as the "Acquired Corporation" and **T.L. HUNT, INC.**, a Florida corporation, hereinafter referred to as the "Surviving Corporation".

### **WITNESSETH:**

**WHEREAS**, the two (2) constituent corporations desire to enter into this Plan of Merger for the purpose of merging them into one of such corporations; and

**WHEREAS**, the Acquired Corporation, by its Certificate of Incorporation which was filed in the offices of the Secretary of State, State of Florida, on the 5th day of March, 2003, has an authorized capital stock consisting of Seven Hundred Fifty (750) shares of common stock having a par value of \$1.00 per share, and of which One Hundred (100) shares of such common stock are now issued and outstanding; and

**WHEREAS**, the Surviving Corporation by its Certificate of Incorporation which was filed in the offices of the Secretary of State, State of Florida, on the 10th day of September, 1972, has an authorized capital stock consisting of One Thousand (1,000) shares of common stock having a par value of \$1.00 per share, and of which Eight Hundred (800) shares of such common stock are now issued and outstanding; and

**WHEREAS**, the registered office of the Surviving Corporation, in the State of Florida, is located at 13301 W. Hillsborough Avenue, Tampa, Florida 33635 and the name of the registered agent at such address is Torrence L. Hunt; and

**WHEREAS**, the registered office of the Acquired Corporation, in the State of Florida, is located at 13301 W. Hillsborough Avenue, Tampa, FL 33635, and the name of the registered agent at such address is Torrence L. Hunt.

**NOW, THEREFORE**, the corporations, parties to this Plan of Merger in consideration of mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. The Acquired Corporation hereby merges itself into the Surviving Corporation effective December 31, 2008.

2. The Articles of Incorporation of the Surviving Corporation, as heretofore amended, which is in effect on the date of the merger provided for in this Plan of Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

3. The Bylaws of the Surviving Corporation, as heretofore amended, which are in effect on the date of the merger provided for in this Plan of Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation.

4. The manner of converting the outstanding shares of the Acquired Corporation into the shares of the Surviving Corporation shall be as follows:

Each share of the common stock of the Acquired Corporation, presently issued and outstanding shall be retired and no shares of common stock or other securities of the Acquired Corporation shall be used in respect thereof or in exchange thereof.

After the effective date of this Agreement of Merger, each holder of an outstanding certificate representing shares of the common stock of the Acquired Corporation shall surrender the same to the Surviving Corporation, and each such holder shall be entitled upon surrender to receive the number of shares of common stock of the Surviving Corporation, on the basis set out above. Until so surrendered, the outstanding shares of the common stock of the Acquired Corporation, to be converted into the stock of the Surviving Corporation, as provided herein, may be treated by the Surviving Corporation, for all purposes as evidencing the ownership of shares of the Surviving Corporation as though said surrender and exchange had taken place, all subject to the terms and conditions of the Stock Restriction Agreement, if any.

5. The Directors and Officers of the Surviving Corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

6. The merger shall become effective upon filing with the Secretary of State of the State of Florida. For accounting purposes, the effective date of the merger shall be as of the close of business on the 31<sup>st</sup> day of December, 2008.

(a) The assets and liabilities of the Acquired Corporation are to be transferred to and assumed by the Surviving Corporation and shall be recorded at the amounts at which they are carried on the books of the Acquired Corporation immediately prior to the effective date of Merger, with appropriate adjustments to reflect a retirement of the organization's stock of the Acquired Corporation.

(b) There shall be credited to the capital account the aggregate amount of the par value per share of all of the common stock of the Surviving Corporation resulting from the conversion of the outstanding common stock of the Acquired Corporation.

(c) There shall be credited to the capital surplus account an amount equal to that carried on the capital surplus account of the Acquired Corporation, immediately prior to the effective date.



(d) There shall be credited to the earned surplus account an amount equal to that carried on the earned surplus account of the Acquired Corporation, immediately prior to the effective date.

7. Upon the earlier of the merger becoming effective, or the effective date for accounting purposes, all property and assets of the Acquired Corporation of every kind and description shall be transferred to and invested in the Surviving Corporation without further act or deed, and said assets and property shall be effectively the property of the Surviving Corporation, as they were of the Acquired Corporation, and the Surviving Corporation, respectively. The Acquired Corporation agrees from time to time, and when requested by the Surviving Corporation, or by its successor or assigns, to execute and deliver or cause to be executed and delivered all such deeds and other instruments and take or cause to be taken such further or other actions as they Surviving Corporation may deem necessary or desirable in order to vest in and conform to the Surviving Corporation title to and possession of any property of the Acquired Corporation, acquired or to be acquired by reason of or as a result of the merger, and otherwise to carry out the intent and purpose hereof and the proper officers and directors of the Surviving Corporation, and further the Acquired Corporation, are fully authorized in the names of their respective corporations to take any and all such actions.

8. The Acquired Corporation hereby agrees that it may be served with process in the State of Florida, and any proceedings for the enforcement of any obligation of the Acquired Corporation, and in any proceedings for the enforcement of the rights of a dissenting shareholder of the Acquired Corporation, and irrevocably appoints the Secretary of State of Florida, as its agent to accept service of process in any such proceedings.

9. The Surviving Corporation shall assume all of the liabilities of the Acquired Corporation.


**IN WITNESS WHEREOF**, the parties to this Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective board of directors and shareholders, have caused these presents to be executed by the President and Attested by the Secretary of each party hereto.

Attest:

  
Sheryl L. Marks, Secretary

**"SURVIVING CORPORATION"**

T.L. HUNT, INC.

By:   
Torrence L. Hunt, President

(CORPORATE SEAL)

"ACQUIRED CORPORATION"

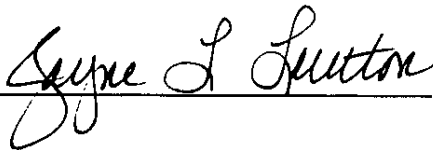
SWITCH-I-D, INC., a Florida corporation

Witness:

By: 

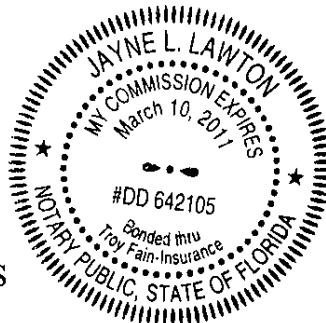
Torrence L. Hunt, President

(CORPORATE SEAL)




STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of April, 2009, by **TORRENCE L. HUNT** and **SHERYL L. MARKS**, President and Secretary respectively of **T.L. HUNT, INC.**, a Florida corporation, on behalf of the corporation. They are (☒) personally known to me or have (☐) produced Florida driver's licenses as identification.



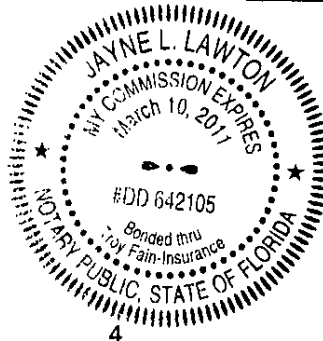
My commission expires:

STATE OF FLORIDA  
COUNTY OF PINELLAS

  
Notary Public, State of Florida

Name: \_\_\_\_\_

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of April, 2009, by **TORRENCE L. HUNT**, as President of **SWITCH-I-D, INC.**, a Florida corporation, on behalf of the corporation. He is (☒) personally known to me or has (☐) produced a Florida driver's license as identification.



My commission expires:

  
Notary Public, State of Florida

Name: \_\_\_\_\_