

414646

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

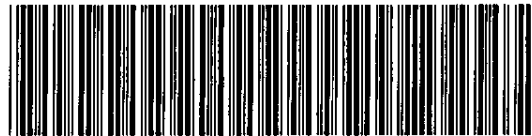
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900215228279

EFFECTIVE DATE
1-1-12

12/29/11--01036--014 **78.75

FILED
11 DEC 29 PM 3:21
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
2011 DEC 29 PM 2:30
NOT RECORDED
TO AGENCY LETTER
SUFFICIENCY OF FILING

Merger
C.COULLIETTE

DEC 29 2011

EXAMINER

GRAY | ROBINSON
ATTORNEYS AT LAW

SUITE 600
301 S. BRONOUGH STREET (32301)
POST OFFICE BOX 11189
TALLAHASSEE, FL 32302-3189
TEL 850-222-7717
TEL 850-577-9090
FAX 850-222-3494
FAX 850-577-3311
gray-robinson.com

FORT LAUDERDALE
JACKSONVILLE
KEY WEST
LAKELAND
MELBOURNE
MIAMI
NAPLES
ORLANDO
TALLAHASSEE
TAMPA

E-MAIL ADDRESS
mwilkinson@gray-robinson.com

December 29, 2011

VIA HAND DELIVERY

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles and Plan of Merger of Crowder Brothers of North Lakeland, Inc.
into Crowder Brothers of Lakeland, Inc.
Document Number 414646
Our File No. 410622-1

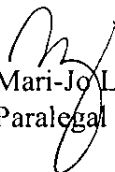
To Whom It May Concern:

Enclosed for filing, please find an original and two copies of **ARTICLES AND PLAN OF MERGER of Crowder Brothers of North Lakeland, Inc. into Crowder Brothers of Lakeland, Inc.**

Please **FILE THE ORIGINAL, ISSUE A CERTIFIED COPY, and date-stamp the second copy of these Articles.** A check in the amount of **\$78.75** is enclosed.

Thank you for your assistance in this matter.

Sincerely,


Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures

\\410622\\ - # 1181739.v1

EFFECTIVE DATE
1-1-12

ARTICLES OF MERGER
of
CROWDER BROTHERS OF NORTH LAKE LAND, INC., a Florida corporation
into
CROWDER BROTHERS OF LAKE LAND, INC., a Florida corporation

1. CROWDER BROTHERS OF NORTH LAKE LAND, INC., a Florida corporation ("North"), and CROWDER BROTHERS OF LAKE LAND, INC., a Florida corporation ("Brothers"), are the parties to the merger, with Brothers being the Surviving Corporation.

2. The Plan of Merger is attached hereto.

3. The date on which the merger shall be effective (referred to in the Plan of Merger as the "Effective Date") shall be January 1, 2012, or as soon thereafter as these Articles of Merger are filed in the Office of the Florida Department of State.

4. On December 28, 2011, the Board of Directors and sole shareholder of North adopted a resolution approving the Plan of Merger.


5. On December 28, 2011, the Board of Directors and the sole shareholder of Brothers adopted a resolution approving the Plan of Merger.

These Articles of Merger have been signed by North and Brothers this 28 day of December, 2011.

CROWDER BROTHERS OF LAKE LAND,
INC.

By: 
Carroll C. Phillips, President

CROWDER BROTHERS OF NORTH
LAKE LAND, INC.

By: 
Bruce D. Phillips, President

FILED

11 DEC 29 PM 3:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

A. CORPORATIONS PROPOSING TO MERGE

1. The corporations proposing to merge are CROWDER BROTHERS OF NORTH LAKE LAND, INC., a Florida corporation (referred to herein as "North") and CROWDER BROTHERS OF LAKE LAND, INC., a Florida corporation (referred to herein as "Brothers" and also as "Surviving Corporation" as such term is used in Sections 607.1101-607.1107 of the Florida Statutes).

2. North shall, upon the Effective Date of the merger as specified in the Articles of Merger (referred to herein as "Effective Date"), be merged into Brothers in accordance with the applicable statutes of the State of Florida and on the terms and provisions of this Plan of Merger. Brothers shall be the Surviving Corporation and the separate corporate existence of North shall cease upon the Effective Date.

3. The name of the Surviving Corporation shall continue and shall be CROWDER BROTHERS OF LAKE LAND, INC.

B. TERMS AND CONDITIONS OF PROPOSED MERGER

1. The corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises, of a public, as well as of a private nature of Brothers, shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises, of a public, as well as of a private nature, of North shall be merged into Brothers, and Brothers shall be fully vested therewith. Upon the Effective Date, the separate corporate existence of North, except to the extent the same may be continued by statute, shall cease, and North and Brothers shall be and become a single corporation.

2. On and after the Effective Date, all rights, privileges, immunities, and franchises of a public, as well as a private nature, of North, shall be possessed by Brothers, as the Surviving Corporation; and all property, real, personal, tangible and intangible, and all debts due on whatever account, and all other choses of action and all and every other interest of or belonging to or due to North shall be taken and deemed to be transferred to and vested in Brothers, as the Surviving Corporation, without any further act or deed; and the title to any real property or any interest therein, shall not revert or be in any way impaired by reason of such merger.

3. From and after the Effective Date, Brothers, as the Surviving Corporation, shall be responsible and liable for all of the liabilities and obligations of North; and any claim existing or action or proceeding pending by or against North may be prosecuted as if the merger had not taken place, or, Brothers, as the Surviving Corporation, may be substituted in the place of North. Neither the rights of creditors nor any liens upon the property of North shall be impaired by the merger.

4. If at any time Brothers, as the Surviving Corporation, shall consider or be advised that any further deeds, assignments or other instruments, or any further actions are necessary or desirable to vest, perfect or confirm, of record or otherwise, in Brothers, as the Surviving

Corporation, the title to any property or rights of North acquired or to be acquired by reason of merger, or otherwise to carry out the provisions hereof, the proper officers and directors of North prior to the Effective Date, and thereafter the proper officers of Brothers, as the Surviving Corporation, on behalf of North, shall execute and deliver all such deeds, assignments and other instruments, and take all other actions necessary or desirable to vest, perfect or confirm title to such property or rights in Brothers, as the Surviving Corporation and otherwise to carry out the terms hereof.

C. CONVERSION OF SHARES

1. North has authorized seven thousand five hundred (7,500) shares of common stock, with a par value of \$1.00 per share, and a total of six hundred (600) shares has been issued and are outstanding as of the Effective Date. Brothers has authorized ten thousand (10,000) shares of common stock, with a par value of \$1.00 per share, and a total of five thousand (5,000) shares has been issued and are outstanding as of the Effective Date.

North and Brothers have agreed that immediately prior to the Effective Date, the value of North will constitute approximately thirty percent (30%) of the combined value of North and Brothers, with Brothers being valued at approximately seventy percent (70%) of such combined value. Therefore, upon the Effective Date, the Shareholders of North will be entitled to the issuance from Brothers of the shares in Brothers in the amount of two thousand one hundred forty-three (2,143) shares so that upon the Effective Date of the merger, the Shareholders of North will have two thousand one hundred forty-three (2,143) shares of the common stock in Brothers, and the existing shareholders of Brothers will have five thousand (5,000) shares of the common stock of Brothers.

2. Upon the Effective Date, one (1) issued and outstanding share of the common stock, with a par value of \$1.00 per share, of North, shall be converted into and become $3.571 \frac{2}{3}$ shares of the common stock with a par value of \$1.00 per share, of Brothers, being the Surviving Corporation.

3. None of the issued and outstanding shares of the capital stock of Brothers shall be changed or converted as a result of the merger, and from and after the Effective Date, all shares of capital stock of Brothers theretofore authorized, shall be authorized shares of capital stock of the Surviving Corporation.

4. As soon as practicable after the Effective Date, each holder of an outstanding certificate representing common stock, with a par value of \$1.00 per share, of North shall surrender the same to Brothers and shall be entitled to receive in exchange a certificate or certificates representing the number of shares of the common stock with a par value of \$1.00 per share of Brothers, as the Surviving Corporation, into which the shares of common stock of North represented the certificates so surrendered shall have been converted. Until so surrendered, no shareholder shall be entitled to vote or to receive any dividends on the shares of the common stock of Brothers into which his shares of the common stock of North were converted. However, upon such surrender any dividends not paid because of the provisions of the immediately preceding sentence shall be paid.

D. ARTICLES OF INCORPORATION, BYLAWS, DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

1. The Articles of Incorporation of Brothers, in the form presently on file with the Office of the Secretary of State of the State of Florida, shall, on and after the Effective Date, constitute the Articles of Incorporation of the Surviving Corporation, unless and until amended in accordance with the provisions thereof and in accordance with the requirements of Florida law.

2. On and after the Effective Date, the Bylaws of Brothers, in their present form, shall be the Bylaws of the Surviving Corporation, unless and until they shall be altered, amended or repealed, or until new Bylaws shall be adopted, in accordance with the provisions of such Bylaws.

3. The directors of Brothers, as of the Effective Date, shall serve as the directors of the Surviving Corporation until their respective successors are duly elected and have qualified.

4. Subject to the authority of the Board of Directors, as provided in the Bylaws of Brothers, as the Surviving Corporation, or by law, the officers of Brothers, as of the Effective Date, shall be the officers of the Surviving Corporation.

E. OTHER PROVISIONS

1. This Plan of Merger may be abandoned by the mutual consent of North and Brothers, acting each by its Board of Directors, at any time after its approval by the shareholders of North and Brothers, but prior to the filing of the Articles of Merger with the Office of the Secretary of State of the State of Florida.

2. It is intended that the merger contemplated by this Plan of Merger constitutes a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.