



# 452905

ACCOUNT NO. : 072100000032

REFERENCE : 545520 4363895

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 10, 2000

ORDER TIME : 10:41 AM

ORDER NO. : 545520-005

CUSTOMER NO: 4363895

CUSTOMER: J. Doyle Tumbleson, Esq  
Kinsey Vincent Pyle, P.a.  
Box A  
150 South Palmetto Avenue  
Daytona Beach, FL 32114

400003092914-1  
-01/10/00--01068--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

*merger*

ARTICLES OF MERGER

SMITH AND GILLESPIE  
ENGINEERS, INC.

INTO

JONES EDMUNDS & ASSOCIATES,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED  
00 JAN 10 PM 2:05  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
00 JAN 10 PM 12:19  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

\*02250, 00721, 00561, 02277

00672

*11/14/00*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SMITH AND GILLESPIE ENGINEERS, INC., a Fla corporation 231167

INTO

**JONES, EDMUNDS & ASSOCIATES, INC.**, a Florida entity, 452905

File date: January 10, 2000

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 10, 2000

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: JONES, EDMUNDS & ASSOCIATES, INC.  
Ref. Number: 452905

RECEIVED  
00 JAN 13 PM 12:18  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for JONES, EDMUNDS & ASSOCIATES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 300A00001319

Corrected  
SAC  
RESUBMIT  
Please give original  
submission date as file date.

**ARTICLES OF MERGER OF  
SMITH AND GILLESPIE ENGINEERS, INC. INTO  
JONES, EDMUNDS & ASSOCIATES, INC.**

1. The undersigned Florida Corporations, which are in good standing under the laws of the State of Florida, have adopted a Plan of Merger.

2. The name of the surviving Corporation is Jones, Edmunds & Associates, Inc.

3. The surviving Corporation is the sole shareholder of Smith and Gillespie Engineers, Inc. and has waived the requirements of § 607.1104(2), Florida Statutes regarding mailing a copy or summary of the plan of merger.

4. The Plan of Merger is adopted pursuant to §§607.1101, 607.1103 and 607.1104, Florida Statutes, on December 28, 1999.

5. The Plan of Merger will become effective on December 31, 1999.

6. No changes in the Articles of Incorporation of the surviving Corporation have been made or will be required as a result of the merger.

7. The Plan of Merger was adopted by the boards of directors and the shareholders of both corporations pursuant to §§ 607.0821 and 607.04, Florida Statutes.

8. The Plan of Merger provides for the complete cancellation of the issued and outstanding capital stock of Smith and Gillespie Engineers, Inc. to be effected as follows:

After payment of the debts of Smith and Gillespie Engineers, Inc., or provision is made therefor, the officers of Smith and Gillespie Engineers, Inc. shall distribute all of the remaining property of the Corporation to Jones, Edmunds & Associates, Inc. in complete cancellation and redemption of all issued and outstanding shares, such distribution, cancellation and redemption to be made as promptly as practical, and in any event no later than December 31, 1999

IN WITNESS WHEREOF, the undersigned does hereby execute and acknowledge these Articles of Merger this 28<sup>th</sup> day of December, 1999.

JONES, EDMUNDS & ASSOCIATES, INC.

By: Richard H. Jones  
Richard H. Jones, President

SMITH AND GILLESPIE ENGINEERS, INC.

By: Dr. Richard H. Jones  
Richard H. Jones, President

STATE OF FLORIDA     }  
                                  }  
COUNTY OF ALACHUA   }

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of December, 1999, by RICHARD H. JONES, of Jones, Edmunds & Associates, Inc. , a Florida corporation, on behalf of the corporation, who is personally known to me.

(S E A L)

Linda E. Feller

Notary Public  
Commission Number

LINDA E. FELLER  
Notary Public, State of Florida  
My comm. exp. July 29, 2003  
Comm. No. CC859246

STATE OF FLORIDA     }  
                                  }  
COUNTY OF ALACHUA   }

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of December, 1999, by RICHARD H. JONES, of Smith And Gillespie Engineers, Inc. , a Florida corporation, on behalf of the corporation, who is personally known to me.

(S E A L)

Linda E. Feller

Notary Public  
Commission Number

LINDA E. FELLER  
Notary Public, State of Florida  
My comm. exp. July 29, 2003  
Comm. No. CC859246

## AGREEMENT AND PLAN FOR LIQUIDATION AND MERGER

This AGREEMENT AND PLAN FOR LIQUIDATION AND MERGER is made to be effective the 28th day of December, 1999, between JONES EDMUNDS & ASSOCIATES, INC., a Florida corporation (hereinafter called the Shareholder), and SMITH AND GILLESPIE ENGINEERS, INC., a Florida corporation (hereinafter called the Corporation).

WHEREAS, the Shareholder owns all of the issued and outstanding capital stock of the Corporation; and

WHEREAS, the Shareholder wishes to approve, authorize and consent to the voluntary dissolution and merger of the Corporation into the Shareholder in accordance with the Internal Revenue Code and the Florida Business Corporation Act,

NOW, THEREFORE, the parties agree as follows:

1. The Shareholder approves, authorizes and consents to the voluntary dissolution of the Corporation pursuant to section 332 of the Internal Revenue Code and to merge the Corporation into the Shareholder pursuant to the Florida Business Corporation Act; such dissolution and merger to be effected as promptly as possible, and in any event not later than December 31, 1999, and in accordance with the plan of liquidation and merger set forth in this Agreement.

2. The Shareholder authorizes the officers of the Corporation to file Articles of Merger and all other appropriate documents with the Florida Secretary of State.

3. The Shareholder waives the requirements of § 607.1104(2), Florida Statutes regarding mailing a copy or summary of the plan of merger.

4. The Shareholder hereby resolves that after payment of the Corporation's debts, or provision is made therefor, the officers of the Corporation shall distribute all of the remaining property of the Corporation in complete cancellation and redemption of all of its issued and outstanding shares, such distribution and merger to be made as promptly as practicable, and in any event not later than December 31, 1999.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their duly authorized officers as of the day and year first above written,

JONES EDMUNDS & ASSOCIATES, INC.

SMITH AND GILLESPIE ENGINEERS, INC.

By: Richard C. Jones  
Richard C. Jones, President

By: Richard C. Jones  
Richard C. Jones, President