

548960

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

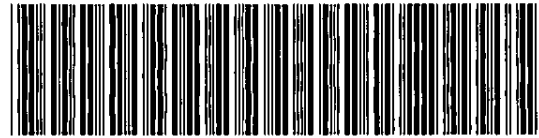
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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merger

10/30/13--01013--017 **70.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
219 OCT 30 PM 2:35
NOT RECORDED
TO ADDRESS/FILE
SUN FIDELITY OF FILMS

FILED
2013 OCT 30 PM 4:00
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

DR
11/12/13

**00789 06530 00524 00671*

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Knox Nursery, Inc.

RECEIVED

13 OCT 30 AM 10:52

SECTION OF TALLAHASSEE

- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☒ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☐ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

Signature _____

Requested by: Seth

10/30/13

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
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DIVISION OF CORPORATIONS
2013 NOV - 8 AM 11:05
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

October 31, 2013

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32301

SUBJECT: KNOX NURSERY, INC.
Ref. Number: 548960

We have received your document for KNOX NURSERY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved, or its certificate of authority was revoked, for failure to file its 2013 annual report in a timely manner. To reinstate the entity, you must file the reinstatement, and pay the appropriate fees, online at the Division of Corporations' website, www.sunbiz.org. Please look for Reinstatement filing in the "E-Filing Services" or "Electronic Filing" menu. There may also be a "blue box" on the Sunbiz homepage entitled "File A Reinstatement Here". You will have the option to pay by credit/debit card; or by check or money order.

The Florida corporation will need to reinstate in order to merge into the Oklahoma corporation.

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) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 913A00025353

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Knox Nursery, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Bruce R. Knox

Contact Person

Knox Nursery, Inc.

Firm/Company

940 Avalon Road

Address

Winter Garden FL 34787

City/State and Zip Code

bruce@knoxnursery.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bruce R. Knox

Name of Contact Person

At (407)

948-9618

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)

FILED

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, 2011 OCT 30 PM 4:00 pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Knox Nursery, Inc.	Oklahoma	1912393884

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Knox Nursery, Inc.	Florida	548960
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 ____/____/____ (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 February 25, 2013.

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 February 25, 2013.

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

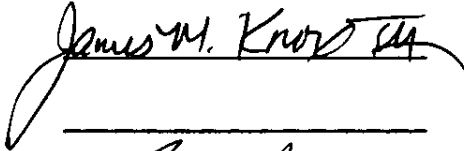
Typed or Printed Name of Individual & Title

Knox Nursery, Inc.,



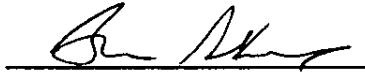
Bruce R. Knox, President, Director

A Florida Corporation



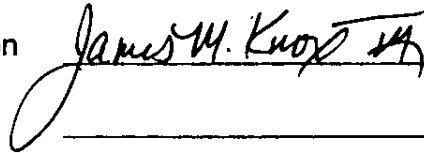
James M. Knox, III, Vice-President,
Director

Knox Nursery, Inc.,



Bruce R. Knox, President, Director

An Oklahoma Corporation



James M. Knox, III, Vice-President,
Director

**AGREEMENT OF MERGER
(Domiciliary Change)
OF
KNOX NURSERY, INC.,
A Florida Corporation**

AND

**KNOX NURSERY, INC.,
an Oklahoma Corporation**

THIS AGREEMENT OF MERGER (the "Agreement") dated as of February 25, 2013 (the "Effective Date"), is made and entered into by and between Knox Nursery, Inc., a Florida corporation ("Knox FL"), and Knox Nursery, Inc., an Oklahoma corporation ("Knox OK"), which corporations are sometimes referred to herein as the "Constituent Corporations."

W I T N E S S E T H:

WHEREAS, KNOX FL is a corporation organized and existing under the laws of the State of Florida and has an authorized capital of 110,000,000 shares of capital stock, of which 100,000,000 shares are common stock, \$0.0001 par value per share (the "KNOX FL Common Stock"), of which 9,536 of KNOX FL Common Stock are issued and outstanding, and 10,000,000 shares are Preferred Stock, \$0.0001 par value per share (the "KNOX FL Preferred Stock"), of which no shares of KNOX FL Preferred Stock are issued and outstanding; and

WHEREAS, KNOX OK is a corporation organized and existing under the laws of the State of Oklahoma and has an authorized capital of 110,000,000 shares of capital stock, of which 100,000,000 shares are common stock, \$0.0001 par value per share (the "KNOX OK Common Stock"), of which no shares of KNOX OK Common Stock are issued and outstanding, and 10,000,000 shares are Preferred Stock, \$0.0001 par value per share (the "KNOX OK Preferred Stock"), of which no shares of KNOX OK Preferred Stock are issued and outstanding; and

WHEREAS, the respective Boards of Directors of KNOX FL and KNOX OK have determined that it is in the best interests of KNOX FL and KNOX OK, and their respective shareholders, that KNOX FL merge with and into KNOX OK (the "Merger"); and

WHEREAS, the respective Boards of Directors and shareholders of the Constituent Corporations have approved this Agreement and the Merger; and

WHEREAS, the parties intend by this Agreement to effect a reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that KNOX FL shall be merged into KNOX OK upon the terms and conditions set forth.

ARTICLE I MERGER

1.1 MERGER. On the Effective Date of the Merger as provided herein, KNOX FL shall be merged into KNOX OK, the separate existence of KNOX FL shall cease, and KNOX OK (hereinafter sometimes referred to as the "Surviving Corporation") shall continue to exist under the name of Knox Nursery, Inc., Inc. by virtue of, and shall be governed by, the laws of the State of Oklahoma.

ARTICLE II CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 ARTICLES OF INCORPORATION. The name of the Surviving Corporation shall be "Knox Nursery, Inc." Articles of Incorporation of the Surviving Corporation as in effect on the date hereof shall be the Articles of Incorporation of KNOX OK (the "Articles of Incorporation") without change unless and until amended in accordance with applicable law.

2.2 BYLAWS. The Bylaws of the Surviving Corporation as in effect on the date hereof shall be the Bylaws of KNOX OK (the "Bylaws") without change unless and until amended in accordance with applicable law.

2.3 OFFICERS AND DIRECTORS. Upon the Effective Date, the officers of KNOX OK shall be the officers of the Surviving Corporation, and the members of the Board of Directors of KNOX OK shall be the current members of the Board of Directors of the Surviving Corporation. Such persons shall hold office in accordance with the Bylaws until their respective successors shall have been appointed or elected.

If, upon the Effective Date, a vacancy shall exist in the Board of Directors of the Surviving Corporation, such vacancy shall be filled in the manner provided by the Bylaws.

ARTICLE III EFFECT OF MERGER ON STOCK OF CONSTITUENT CORPORATIONS

3.1 CONVERSION OF SHARES. At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of KNOX FL Common Stock or any shares of KNOX OK Common Stock:

(a) each share of KNOX OK Common Stock owned by KNOX FL immediately prior to the Effective Time shall be canceled, and no payment shall be made with respect thereto; and

(b) each share of common stock of KNOX FL outstanding immediately prior to the Effective Time shall be converted into and become one fully paid and non-assessable share of common stock of the Surviving Corporation and such shares shall constitute the only outstanding shares of capital stock of the Surviving Corporation (the "Surviving Corporation Shares").

ARTICLE IV GENERAL

4.1 FURTHER ASSURANCES. Each of KNOX FL and KNOX OK agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary in order to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest of KNOX FL and KNOX OK and otherwise to carry out the intent and purposes of this Agreement.

4.2 AMENDMENT. The Boards of Directors of KNOX FL and KNOX OK may amend this Agreement at any time prior to the Effective Date.

4.3 TERMINATION. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date, whether before or after shareholder approval of this Agreement, by the consent of the Board of Directors of KNOX FL and KNOX OK. In the event this Agreement is terminated, it shall become wholly void and of no effect and no liability on the part of either Constituent Corporation, its Board of Directors or shareholders shall arise by virtue of such termination.

4.4 GOVERNING LAW. This Agreement shall be governed by and construed in accordance by the laws of the State of Oklahoma, without giving effect to the principles of conflicts of laws thereof.

4.5 FEES AND EXPENSES. All costs and expenses incurred in connection with this Agreement shall be paid by the party incurring such cost or expense.


4.6 COUNTERPARTS. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

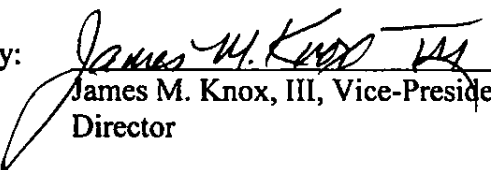
ARTICLE V SERVICE OF PROCESS

The Surviving Corporation agrees that it may be served with process in the State of Florida in any proceedings for enforcement of any obligation of any constituent corporation of Florida, as well as for enforcement of any obligation of the Surviving Corporation arising from this Merger, including any suit or other proceedings pursuant to the provisions of Section 607.0507 of the Florida General Corporation laws, and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at 940 Avalon Road, Winter Garden, Florida 347877.


IN WITNESS WHEREOF, the Oklahoma Corporation and the Florida Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement of Merger to be executed by an authorized officer of each party thereto.

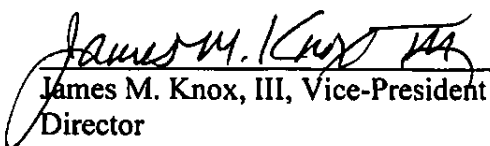
KNOX NURSERY, INC. (KNOX OK)
An Oklahoma Corporation

By: 
Bruce R. Knox, President, Chairman
Director

By: 
James M. Knox, III, Vice-President
Director

KNOX NURSERY, INC. (KNOX FL)
A Florida Corporation

By: 
Bruce R. Knox, President, Chairman
Director

By: 
James M. Knox, III, Vice-President
Director