

557114

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

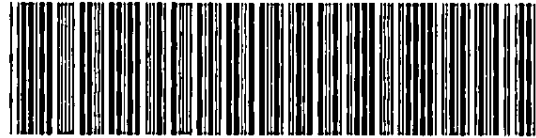
(Document Number)

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

Special Instructions to Filing Officer:

11/13/20

Office Use Only



300354061613

11/13/20--01015--017 \*\*245.00

effective 1-1-21

Manager  
w/ Name  
Change

2020 NOV 13 P 2:20

FILED

JAN 26 2021

D CONNELL

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Carpet N' Drapes, Inc.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

**Samuel L. LePrell**

Contact Person

**Samuel L. LePrell, Attorney and Counselor at Law**

Firm/Company

**1930 San Marco Boulevard, Suite 201, St. Mark's Place**

Address

**Jacksonville, Florida 32207**

City/State and Zip Code

**samleprell@icloud.com**

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

For further information concerning this matter, please call:

**Samuel L. LePrell**

Name of Contact Person

At ( **904** ) **390-2705**

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

## ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Carpet N' Drapes, Inc.</u>	<u>Florida</u>	<u>Corp.</u>	<u>557114</u>

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Carpet America, LLC</u>	<u>Florida</u>	<u>LLC</u>	<u>L10000063240</u>
<u>Designers &amp; Builders Source, Inc.</u>	<u>Florida</u>	<u>Corp.</u>	<u>P02000083222</u>
<u>Installers Workroom, Inc.</u>	<u>Florida</u>	<u>Corp.</u>	<u>P03000157943</u>
<u>Best Buy Floors, LLC</u>	<u>Florida</u>	<u>LLC</u>	<u>L11000075307</u>
<u>Old Towne Floors, Inc.</u>	<u>Florida</u>	<u>Corp.</u>	<u>P13000013785</u>

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FILED  
2020 NOV 13 P 2:20  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☒ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

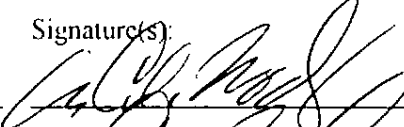
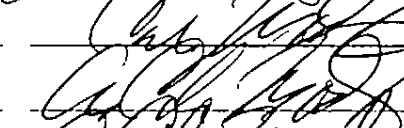
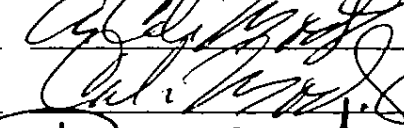
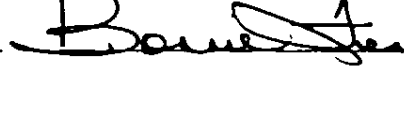
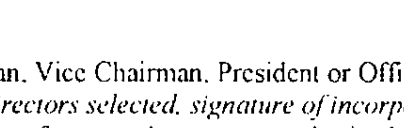
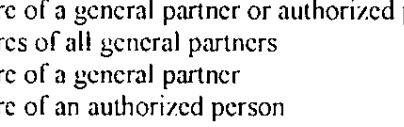
- ☒ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

January 1, 2021

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Carpet N' Drapes, Inc.		A. Calvin Modling-P
Carpet America, LLC		Calvin Modling-MGR
Designers & Builders Source, Inc.		A. Calvin Modling-P
Installers Workroom, Inc.		A. Calvin Modling-P
Best Buy Floors, LLC		Calvin Modling-MGR
Olde Towne Floors, Inc.		Bonnie Fenwick-P

Corporations:

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

## EXHIBIT A

### PLAN OF MERGER

Merger between **CARPET N' DRAPES, INC.**, a Florida corporation (the "Surviving Corporation") and **CARPET AMERICA, LLC**, a Florida limited liability company; **DESIGNERS & BUILDERS SOURCE, INC.**, a Florida corporation; **INSTALLERS WORKROOM, INC.**, a Florida corporation; **BEST BUY FLOORS, LLC**, a Florida limited liability company; and **OLDE TOWNE FLOORS, INC.**, a Florida corporation. **DESIGNERS & BUILDERS SOURCE, INC.**, **INSTALLERS WORKROOM, INC.** and **OLDE TOWNE FLOORS, INC.** are hereinafter referred to as the "Disappearing Corporations". **CARPET AMERICA, LLC** and **BEST BUY FLOORS, LLC** are hereinafter referred to as the "Disappearing Companies". This Merger is effective as of January 1, 2021, pursuant to this Plan of Merger ("Plan") in accordance with Chapters 605.1022 and 607.1101 of the Florida Statutes.

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation in effect immediately before January 1, 2021, (the "Effective Date") shall, without any changes except for amending its name to Best Buy Floors, Inc., be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by the Florida Statutes.

2. **No Distribution to the Shareholders of the Disappearing Corporations and to the Members of the Disappearing Companies.** All of the shares of stock of the Surviving Corporation and of the Disappearing Corporations and all of the membership units of the Disappearing Companies are owned by Arthur Calvin Modling, as Trustee of the Arthur Calvin Modling Revocable Trust u/t/a dated August 27, 2015, as amended. Upon the Effective Date, each share of the Disappearing Corporations' common stock that shall be issued and outstanding and each unit of the Disappearing Companies' membership units that is issued and outstanding on the Effective Date shall be cancelled. Due to the aforesaid common ownership of all of the shares of stock and of all of the membership units, no additional shares of stock of the Surviving Corporation shall be issued in connection with this Merger,

3. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Corporations and of the Disappearing Companies shall cease, and the Surviving Corporation shall be fully vested in the Disappearing Corporations' and in the Disappearing Companies' respective assets, rights, privileges, immunities, powers, and franchises, subject to their respective restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Chapters 605 and 607 of the Florida Statutes.

4. **Supplemental Action.** If at any time after the Effective Date, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate respective officers or members of the Surviving Corporation, the Disappearing Corporations or the Disappearing Companies, as the case may be, whether past or remaining in office, shall execute and deliver, at the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan.

5. **Filing with the Florida Secretary of State and Effective Date.** The Disappearing Corporations, the Disappearing Companies and the Surviving Corporation shall cause their Presidents, Managers and authorized Members, as the case may be, to execute the Certificate of Merger in the form to which this Plan is attached and upon such execution this Plan shall be deemed incorporated by reference into the Certificate of Merger as if fully set forth in the Certificate of Merger and shall become an exhibit to the Certificate of Merger. Thereafter, the Certificate of Merger shall be delivered for filing by the Surviving Corporation to the Florida Secretary of State. In accordance with Chapters 605 and 607 of the Florida Statutes, the Certificate of Merger shall specify the "Effective Date", which shall be January 1, 2021.

**CARPET N' DRAPES, INC.**

By: \_\_\_\_\_

A. Calvin Modling, President

**CARPET AMERICA, LLC**

By: \_\_\_\_\_

A. Calvin Modling, Manager

By: \_\_\_\_\_

Bonnie Fenwick, Manager

**INSTALLERS WORKROOM, INC.**

By: \_\_\_\_\_

A. Calvin Modling, President

**BEST BUY FLOORS, LLC**

By: \_\_\_\_\_

Calvin Modling, Manager

**DESIGNERS & BUILDERS SOURCE, INC.**

By: \_\_\_\_\_

A. Calvin Modling, President

**OLDE TOWNE FLOORS, INC.**

By: \_\_\_\_\_

Bonnie Fenwick, President

The undersigned as the Sole Shareholder of the Surviving Corporation and of the Disappearing Corporations and as the Sole Member of the Disappearing Companies, hereby approves and consents to this Plan of Merger.

Arthur Calvin Modling Revocable Living Trust  
u/v/a dated August 27, 2015

By: \_\_\_\_\_

Arthur Calvin Modling, Trustee

Articles of Amendment  
to  
Articles of Incorporation  
of

Carpet N' Drapes, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

557114

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

Best Buy Floors, Inc.

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**Check if applicable**

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.



Remove \_\_\_\_\_

(Attach additional sheets, if necessary). (Be specific)

(if not applicable, indicate N/A)

October 29, 2020

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

January 1, 2021

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Adoption of Amendment(s) (CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval  
by \_\_\_\_\_"  
(voting group)

November 8, 2020  
Dated \_\_\_\_\_

Signature \_\_\_\_\_

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

A. Calvin Modling

\_\_\_\_\_  
(Typed or printed name of person signing)

P/S/T/D

\_\_\_\_\_  
(Title of person signing)