

586540

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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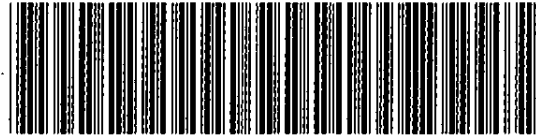
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FILED

2008 MAY 16 AM 9:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Effective date  
6-1-08

Merger  
Tleiri  
5-23-08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** International Sales & Consultants, 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:

Betty L. Montgomery  
(Contact Person)

International Sales & Consultants, Inc.  
(Firm/Company)

601 Sheridan Drive  
(Address)

Chaffee, MO 63740  
(City/State and Zip Code)

For further information concerning this matter, please call:

Betty L. Montgomery At ( 573 ) 887-6786  
(Name of Contact Person) (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)**

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 corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
International Sales & Consultants, Inc.	Florida	586540

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Hillcrest Utilities Company	Missouri	00162418
Blomeyer Investments, Inc.	Missouri	00162507
Montgomery Mobile Home Sales, Inc.	Missouri	00120958

2008 MAY 16 AM 9:30  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**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** 06 / 01 / 2008 (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 May 13, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on May 13, 2008 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 May 13, 2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on May 13, 2008 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

[illegible]

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>International Sales &amp; Consultants, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Hillcrest Utilities Company</u>	<u>Missouri</u>
<u>Blomeyer Investments, Inc.</u>	<u>Missouri</u>
<u>Montgomery Mobile Home Sales, Inc.</u>	<u>Missouri</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

**Third:** The terms and conditions of the merger are as follows:

The board of directors of International Sales & Consultants, Inc., a Florida Corporation, Hillcrest Utilities Company, Blomeyer Investments, Inc. and Montgomery Mobile Home Sales, Inc. (Missouri Corporations) deem it advisable and to the advantage of each of the Constituent Corporations that they merge upon the terms and subject to the conditions set forth in this Merger Agreement for the purpose of combining their business plans and efforts and changing the state of incorporation from Missouri to Florida.

The Directors and Officers of the Missouri corporations shall be and will become the officers of the surviving corporation, International Sales & Consultants, Inc.

NOW THEREFORE, the parties do hereby adopt the plan of reorganization set forth above and do hereby agree that the Missouri companies will cease to exist and will merge into the surviving Florida corporation International Sales & Consultants, Inc.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

**ATTACHMENT NEXT PAGE**

**FOURTH:**

**At the Effective Time, all of the previously issued and outstanding shares of the Missouri Corporations shall be automatically retired and canceled.**

**The separate corporate existence of the Missouri corporations shall cease; the corporate identity of International Sales & Consultants, Inc. as the Surviving Corporation shall continue unimpaired by the Merger.**

**At the Effective Time the Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall become the Certificate of Incorporation and the Bylaws of International Sales & Consultants, Inc. in effect immediately prior to the Effective Time shall become the Bylaws of the Surviving Corporation.**

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

At any time before the Effective Time, this Merger Agreement may be amended, modified or supplemented by the Boards of Directors of the Constituent Corporations, notwithstanding approval of this Merger Agreement by the Shareholders of the Florida and Missouri Corporations. However, any amendment made subsequent to the adoption of this Agreement by the shareholders of the corporations shall not (i) alter or change the amount or kind of shares, securities, cash property and/or rights to be received in exchange for or upon conversion of any shares of any class of stock or (ii) alter or change any of the terms of the surviving corporation to be effected by the Merger Agreement if such alteration or change would adversely affect the holders of any shares of any class of stock.

OR

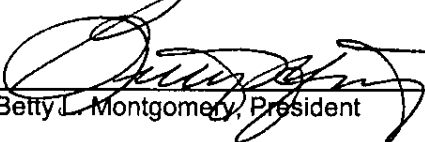
Restated articles are attached:

Other provisions relating to the merger are as follows:

This Agreement shall be governed by and construed under the internal laws of the State of Florida.

NOW THEREFORE, the parties do hereby adopt the plan of reorganization set forth in this Merger Agreement and do hereby agree that Hillcrest Utilities Company, Blomeyer Investments, Inc. and Montgomery Mobile Home Sales, Inc. shall merge with and into International Sales & Consultants, Inc.

International Sales & Consultants, Inc.

  
Betty L. Montgomery, President

Hillcrest Utilities Co.

  
Morris C. Montgomery, President

Blomeyer Investments, Inc.

  
Morris C. Montgomery, President

Montgomery Mobile Home Sales, Inc.

  
Morris C. Montgomery, President