

610070

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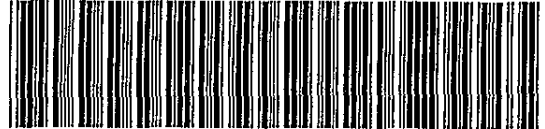
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02/04/05--01034--016 **33.75

03/10/05--01002--008 **45.00

Merger

T BROWN MAR 10 2005

J. DAVID HOUSE, P.A.
ATTORNEY AT LAW

J. DAVID HOUSE

16865 S.E. RIVER STREET
BLOUNTSTOWN, FLORIDA 32424
TELEPHONE # (850) 674-5481
FAX # (850) 674-8186

February 3, 2005

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

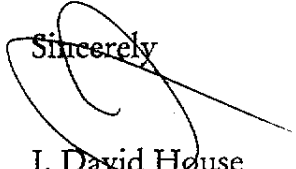
Re: Tatum's Hardware & Supply Inc./Chipola Builders, Inc.

To Whom It May Concern:

Enclosed herein you will find a check in the amount of \$33.75 for the filing of the Articles of Merger. Please return a certified copy in the enclosed envelope.

Should you have any questions concerning this, please contact my office.

Sincerely



J. David House
JDH/sc

J. DAVID HOUSE, P.A.
ATTORNEY AT LAW

J. DAVID HOUSE

16865 S.E. RIVER STREET
BLOUNTSTOWN, FLORIDA 32424
TELEPHONE # (850) 674-5481
FAX # (850) 674-8186

March 4, 2005

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

Re: Tatum's Hardware & Supply Inc./Chipola Builders, Inc.

To Whom It May Concern:

Pursuant to your letter of February 10, 2005, enclosed herein you will find a check for \$45.00 to file the enclosed articles of merger and a certified copy of the same.

If you have any questions concerning the same please contact my office. Thanking you in advance for your consideration.

Sincerely,

J. David House
JDH/sc



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 10, 2005

J. DAVID HOUSE, P.A.
16865 S.E. RIVER STREET
BLOUNTSTOWN, FL 32424

SUBJECT: TATUM'S HARDWARE & SUPPLY, INC.
Ref. Number: 610070

We have received your document for TATUM'S HARDWARE & SUPPLY, INC. and your check(s) totaling \$33.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Correct the name of the merging corporation to read, CHIPOLA BUILDERS SUPPLY INC., 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 fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$36.25.

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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 005A00009608

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ARTICLES OF MERGER of TATUM'S HARDWARE & SUPPLY, INC., a Florida Corporation, and CHIPOLA BUILDERS SUPPLY, INC., a Florida Corporation, dated the 1st day of February, 2005.

1. ***Merger.*** Chipola Builders Supply, Inc., and Tatum's Hardware & Supply, Inc., agrees to and do hereby effect the merger of Chipola Builder Supply, Inc, into Tatum's Hardward & Supply, Inc. on the terms and conditions set forth herein. The corporation which is to survive the merger is Tatum's Hardware & Supply, Inc., which shall continue under the name Tatum's Hardware & Supply, Inc., and have all of the purposes and powers of Chipola Builders Supply, Inc.

2. ***Status of incorporation.*** Chipola Builders Supply, Inc. was incorporated under the laws of the State of Florida on July 25, 1990, and Tatum's Hardware & Supply, Inc. was incorporated under the laws of the State of Florida on February 15, 1979.

3. ***Capital stock.*** The total number of shares of stock which Chipola Builders Supply, Inc., has authority to issue is 30 shares of Common Stock, all of which are the same class and of no par value, of which 30 shares are issued and outstanding. The total number of shares of stock which Tatum's Hardware & Supply, Inc., as authority to issue is 72 shares of Common Stock, all of which are of the same class and of no par value, of which 72 shares are issued and outstanding.

4. ***Conversion of securities on merger.*** The manner of converting the stock of Chipola Builders Supply, Inc., into stock of Tatum's Hardware & Supply, Inc., is as follows:

a) Each share of common Stock of Tatum's Hardware & Supply, Inc., outstanding on the effective date of the merger shall remain outstanding as one share of Common Stock of Tatum's Hardware & Supply, Inc...

b) Each share of Common Stock of Chipola Builders Supply Inc., outstanding on the effective date of the merger shall be converted into one share of Common Stock of Tatum's Hardware & Supply, Inc...

c) After the effective date of the merger, each holder of an outstanding certificate or certificates theretofore representing shares of Common Stock of Chipola Builders Supply, Inc., shall upon surrender of the same to transfer agent of Tatum's Hardware & Supply, Inc., designated for that purpose, be entitled to receive in exchange therefor, a certificate or certificates representing the number of whole shares of Common Stock of Tatum's Hardware & Supply Inc., into which the shares theretofore represented by the certificate or certificates so surrendered shall have been converted as herein set forth.

5. **Directors.** The names of the persons who are to be directors of Tatum's Hardware & Supply Inc., and who shall hold office until their successors are chosen and qualified according to the Bylaws of Tatum's Hardware & Supply, Inc..as follows:

William Lloyd Tatum
Margaret Tatum

6. **Effect of merger.** On the effective date of the merger, all of the property, rights, privileges, and franchises; of whatsoever nature and description, of Chipola Builders Supply, Inc., including choses in action belonging to it, shall be transferred to, vested in, and shall devolve upon Tatum's Hardware & Supply, Inc. without further act or deed; and all

property, rights, privileges, and franchises, and every other interest shall be as effectually the property of Tatum's Hardware & Supply, Inc., as they were of each of the respective corporations party to these Articles, and the title to all real estate vested in either of the corporations shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested to Tatum's Hardware & Supply, Inc.

7. **Effective date.** February 1, 2005 shall be deemed the effective date of the merger of these corporations.

8. **Authorization.** These Articles of Merger were duly advised and authorized by the Board of Directors of each of the corporations party hereto on January 15, 2005 in accordance with the laws of the State of Florida and were approved by all of the shareholders of each corporation.

IN WITNESS WHEREOF, Tatum's Hardware & Supply, Inc. and Chipola Builders Supply, Inc, pursuant to authority duly given by their respective Boards of Directors and Shareholders have by their respective Presidents executed these presents and have caused their corporate seals to be hereunto affixed and attested by their respective Secretaries.

TATUM'S HARDWARE & SUPPLY, INC.

BY: *Clayton Tatum*

Attest:

Margaret Tatum
Secretary

CHIPOLA BUILDERS SUPPLY, INC.

BY: *Clayton Tatum*

Attest:

Clayton Tatum
Secretary