

610070

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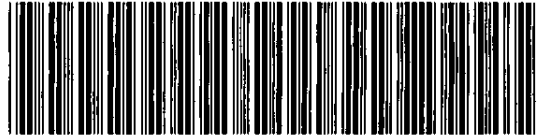
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TALLAHASSEE, FLORIDA

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

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

J. DAVID HOUSE

February 15, 2008

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

Re: Tatum's Hardware & Supply /Northwest Florida Livestock, Market, Inc.
Articles of Merger

To Whom It May Concern:

Enclosed herein you will find a check in the amount of \$78.75 for the filing of the Articles of Merger for the above referenced. Please return a certified copy in the enclosed envelope.

Please contact my office if you have any questions.

Sincerely,

J. David House
JDH/sc

RECEIVED
2008 FEB 25 AM 8:00
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 26, 2008

J. DAVID HOUSE ATTY.
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 \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 708A00011619

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ARTICLES OF MERGER

ARTICLES OF MERGER OF TATUM'S HARDWARE & SUPPLY, INC., a Florida Corporation, and NORTHWEST FLORIDA LIVESTOCK MARKET, INC., a Florida Corporation dated this 1ST day of February, 2008.

1. **Merger.** Tatum's Hardware & Supply, Inc. and Northwest Florida Livestock Market, Inc., agrees to and does hereby effect the merger of Northwest Florida Livestock Market, Inc., into Tatum's Hardware & 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 of Tatum's Hardware & Supply, Inc., and have all the purposes and powers of Northwest Florida Livestock Market, Inc.
2. **Status of Incorporation.** Northwest Florida Livestock Market, Inc., was incorporated under laws of the State of Florida on December 16, 1993 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 of Northwest Florida Livestock Market, Inc., has authority to issue is 250 shares of no par value stock of which 250 shares are issued and outstanding. The total number of shares of stock which Tatum's Hardware & Supply, Inc., has 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 Northwest Florida Livestock Market, Inc., into 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 Northwest Florida Livestock Market, 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 therefor representing shares of Common Stock of Northwest Florida Livestock Market, 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 therefore, a certificate or certificates representing the number of whole shares of Common Stock of Tatum's Hardware & Supply Inc., into which the shares therefore represented by the certificate or certificates so surrendered shall have been converted as set forth herein.

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

A. William Lloyd Tatum
B. Margaret Tatum

6. **Effective of Merger.** On the effective date of the merger, all of the property, rights, privileges, and franchises of whatsoever nature and description of Northwest Florida Livestock Market, Inc. Including choses in actions belonging to it, shall be transferred to, vested in, and shall devolve into Tatum's Hardware & Supply, Inc., without further act or deed; and all property, rights, privileges, and franchises, and every other interest shall be as effectively the property of Tatum's Hardware & Supply, Inc., as if they were 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 Tatum's Hardware & Supply, Inc.

7. **Effective Date.** December 31, 2007 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 November 15, 2007 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 Northwest Florida Livestock Market, Inc., pursuant to authority 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: Lloyd Tatum
Lloyd Tatum

ATTEST:

Margaret Tatum
Margaret Tatum - Secretary

NORTHWEST FLORIDA LIVESTOCK
MARKET, INC.

BY: Lloyd Tatum
Lloyd Tatum

ATTEST

Margaret Tatum
Margaret Tatum - Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

Tatum's Hardware & Supply, Inc.

P.O. Box 250, Marianna, FL 32447

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

Northwest Florida Livestock Market, Inc.

P.O. Box 250, Marianna, FL 32447

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are 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 Northwest Florida Livestock Market, 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 therefor representing shares of common stock of Northwest Florida Livestock Market, 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 therefore, a certificate or certificates representing the number of whole shares of common stock of Tatum's Hardware & Supply, Inc., into which the shares therefore represented by the certificate or certificates so surrendered shall have been converted as set forth herein.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached: N/A

Other provisions relating to the merger are as follows: N/A

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A