

686963

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

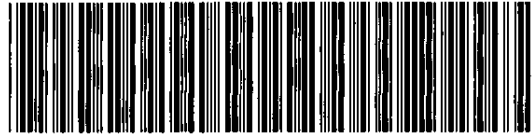
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



100296095331

02/28/17--U1009--008 \*\*157.50

RECEIVED  
DEPT. OF STATE  
17 FEB 28 AM 11:08

FILED

2017 FEB 28 A 10:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 01 2016  
T. LEMIEUX

*Merger*

GRAY ROBINSON  
ATTORNEYS AT LAW

SUITE 600  
301 S. BRONOUGH STREET (32301)  
POST OFFICE BOX 11189  
TALLAHASSEE, FL 32302-3189  
TEL 850-222-7717  
TEL 850-577-9090  
FAX 850-222-3494  
FAX 850-577-3311  
gray-robinson.com

BOCA RATON  
FORT LAUDERDALE  
JACKSONVILLE  
KEY WEST  
LAKELAND  
MELBOURNE  
MIAMI  
NAPLES  
ORLANDO  
TALLAHASSEE  
TAMPA

E-MAIL ADDRESS  
mwilkinson@gray-robinson.com

February 28, 2017

***VIA HAND DELIVERY***

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Betty Jane Fulton, Inc.  
Our File No. 410779-1

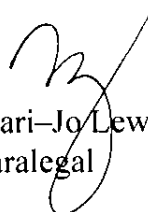
Dear Madam or Sir:

Enclosed for filing please find an original and two copies of **Articles of Merger for Betty Jane Fulton, Inc.** This firm's check in the amount of \$157.50 is enclosed, representing the filing fee of \$35.00 for each entity involved in the merger, and \$52.50 for the certified copy.

Upon receipt of this request, please date-stamp one copy of the Articles attached, and call me at (850) 577-9090 x2832 when the certified copy is ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,

  
Mari-Jo Lewis-Wilkinson  
Paralegal

ARTICLES OF MERGER  
OF  
WERNER C. FULTON, INC., a Florida corporation,  
BANEWAY GROVES, INC., a Florida corporation,  
INTO  
BETTY JANE FULTON, INC., a Florida corporation

FILED

2017 FEB 28 A 10:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. WERNER C. FULTON, INC., a Florida corporation ("Werner") and BANEWAY GROVES, INC., a Florida corporation ("Baneway") and BETTY JANE FULTON, INC., a Florida corporation ("Betty Jane") are the parties to the merger with Betty Jane being the surviving corporation.

2. The document numbers for each of the Corporations who are parties of this merger are as follows:

WERNER	-	686818
BANEWAY	-	686966
BETTY JANE	-	686963

3. The Plan of Merger is attached hereto.

4. The date on which the merger shall be effective shall be February 28, 2017 ("Effective Date").

5. On or about February 23, 2017, the Board of Directors and Shareholders of Werner adopted a Resolution approving the Plan of Merger.

6. On or about February 23, 2017, the Board of Directors and Shareholders of Baneway adopted a Resolution approving the Plan of Merger.

7. On or about February 23, 2017, the Board of Directors and Shareholders of Betty Jane adopted a Resolution approving the Plan of Merger.

8. These Articles of Merger have been signed by Werner, Baneway and Betty Jane on this 23 day of February, 2017.

WERNER C. FULTON, INC.

By: Deborah F. Sizemore  
Deborah F. Sizemore, President

BANEWAY GROVES, INC.

By: Deborah F. Sizemore  
Deborah F. Sizemore, President

BETTY JANE FULTON, INC.

By: Deborah F. Sizemore  
Deborah F. Sizemore, President

## **PLAN OF MERGER**

### **A. CORPORATIONS PROPOSING TO MERGE**

1. The corporations proposing to merge are WERNER C. FULTON, INC., a Florida corporation (herein referred to as "Werner"), BANEWAY GROVES, INC., a Florida corporation (herein referred to as "Baneway") and BETTY JANE FULTON, INC., a Florida corporation (herein referred to as "Betty Jane" and also referred to as "Surviving Corporation", as such term is used in Sections 607.1101 – 607.1107 of the Florida Statutes). Werner, Baneway and Betty Jane will be referred to herein collectively as "Corporations".

2. Upon the effective date of this Merger as specified in the Articles of Merger ("Effective Date") Werner and Baneway shall be merged into Betty Jane, as the Surviving Corporation, in accordance with the applicable provisions of the Statutes of the State of Florida and on the terms, conditions and provisions set forth in this Plan of Merger. Betty Jane shall be the Surviving Corporation and the separate corporation existence of Werner and Baneway shall cease upon the Effective Date.

3. The name of the Surviving Corporation shall continue and shall be BETTY JANE FULTON, INC.

### **B. TERMS AND CONDITIONS OF PROPOSED MERGER**

1. The corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises, of a public, as well as of a private nature of Betty Jane, shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises, of a public, as well as of a private nature, of both Werner and Baneway shall be merged into Betty Jane, and Betty Jane shall be fully vested therewith. Upon the Effective Date, the separate corporate existence of both Werner and Baneway, except to the extent the same may be continued by statute, shall cease, and Werner, Baneway and Betty Jane shall be and become a single corporation.

2. On and after the Effective Date, all rights, privileges, immunities, and franchises of a public, as well as a private nature, of Werner and Baneway, shall be possessed by Betty Jane, as the Surviving Corporation; and all property, real, personal, tangible and intangible, and all debts due on whatever account, and all other choses of action and all and every other interest of or belonging to or due to Werner and Baneway, or either of them, shall be taken and deemed to be transferred to and vested in Betty Jane, as the Surviving Corporation, without any further act or deed; and the title to any real property or any interest therein, shall not revert or be in any way impaired by reason of such merger.

3. From and after the Effective Date, Betty Jane, as the Surviving Corporation, shall be responsible and liable for all of the liabilities and obligations of Werner and Baneway, or either of them; and any claim existing or action or proceeding pending by or against Werner and Baneway, or either of them, may be prosecuted as if the merger had not taken place,

or, Betty Jane, as the Surviving Corporation, may be substituted in the place of Werner or Baneway, as applicable. Neither the rights of creditors nor any liens upon the property of Werner and Baneway, or either of them, shall be impaired by the merger.

4. If at any time Betty Jane, as the Surviving Corporation, shall consider or be advised that any further deeds, assignments or other instruments, or any further actions are necessary or desirable to vest, perfect or confirm, of record or otherwise, in Betty Jane, as the Surviving Corporation, the title to any property or rights of Werner and Baneway, or either of them, acquired or to be acquired by reason of the merger, or otherwise to carry out the provisions hereof, the proper officers and directors of Werner and Baneway, or either of them as applicable, prior to the Effective Date, and thereafter the proper officers of Betty Jane, as the Surviving Corporation, on behalf of Werner or Baneway, as applicable, shall execute and deliver all such deeds, assignments and other instruments, and take all other actions necessary or desirable to vest, perfect or confirm title to such property or rights in Betty Jane, as the Surviving Corporation and otherwise to carry out the terms hereof.

#### C. CONVERSION OF SHARES

1. Each of the Shareholders of Werner, Baneway and Betty Jane own one-third (1/3) of the issued and outstanding shares of the common stock of each of the Corporations. Therefore, for purposes of conversion, since there will be no difference in stock ownership after the Effective Date, as compared to stock ownership in the Corporations before the Effective Date, the conversion of shares has been simplified and does not necessarily reflect the actual value of the assets of the Corporation's as of the Effective Date.

2. Upon the Effective Date, one (1) issued and outstanding share of the common stock with a par value of \$1.00 per share of Werner shall be converted into and become one (1) share of the common stock with a par value of \$1.00 per share of Betty Jane, being the Surviving Corporation.

3. Upon the Effective Date, five (5) issued and outstanding shares of the common stock with a par value of \$1.00 per share of Baneway shall be converted into and become one (1) share of the common stock with a par value of \$1.00 per share of Betty Jane, being the Surviving Corporation.

4. None of the issued and outstanding shares of the capital stock of Betty Jane shall be changed or converted as a result of the merger, and from and after the Effective Date, all shares of capital stock of Betty Jane theretofore authorized, shall be authorized shares of capital stock of the Surviving Corporation.

5. As soon as practicable after the Effective Date, each holder of an outstanding certificate representing common stock, with a par value of \$1.00 per share, of Werner shall surrender the same to Betty Jane and shall be entitled to receive in exchange a certificate or certificates representing the number of shares of the common stock with a par value of \$1.00 per share of Betty Jane, as the Surviving Corporation, into which the shares of common stock of Werner represented by the certificates so surrendered shall have been converted. Until

so surrendered, no shareholder shall be entitled to vote or to receive any dividends on the shares of the common stock of Betty Jane into which his shares of the common stock of were converted. However, upon such surrender any dividends not paid because of the provisions of the immediately preceding sentence shall be paid.

6. As soon as practicable after the Effective Date, each holder of an outstanding certificate representing common stock, with a par value of \$1.00 per share, of Baneway shall surrender the same to Betty Jane and shall be entitled to receive in exchange a certificate or certificates representing the number of shares of the common stock with a par value of \$1.00 per share of Betty Jane, as the Surviving Corporation, into which the shares of common stock of Baneway represented by the certificates so surrendered shall have been converted. Until so surrendered, no shareholder shall be entitled to vote or to receive any dividends on the shares of the common stock of Betty Jane into which his shares of the common stock of Baneway were converted. However, upon such surrender any dividends not paid because of the provisions of the immediately preceding sentence shall be paid.

#### D. ARTICLES OF INCORPORATION, BYLAWS, DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

1. The Articles of Incorporation of Betty Jane, in the form presently on file with the Office of the Secretary of State of the State of Florida, shall, on and after the Effective Date, constitute the Articles of Incorporation of the Surviving Corporation, unless and until amended in accordance with the provisions thereof and in accordance with the requirements of Florida law.

2. On and after the Effective Date, the Bylaws of Betty Jane, in their present form, shall be the Bylaws of the Surviving Corporation, unless and until they shall be altered, amended or repealed, or until new Bylaws shall be adopted, in accordance with the provisions of such Bylaws.

3. The directors of Betty Jane, as of the Effective Date, shall serve as the directors of the Surviving Corporation until their respective successors are duly elected and have qualified.

4. Subject to the authority of the Board of Directors, as provided in the Bylaws of Betty Jane, as the Surviving Corporation, or by law, the officers of Betty Jane, as of the Effective Date, shall be the officers of the Surviving Corporation.

#### E. OTHER PROVISIONS

1. This Plan of Merger may be abandoned by the mutual consent of Werner, Baneway and Betty Jane, acting each by its Board of Directors, at any time after its approval by the shareholders of Werner, Baneway and Betty Jane, but prior to the filing of the Articles of Merger with the Office of the Secretary of State of the State of Florida.

2. It is intended that the merger contemplated by this Plan of Merger constitutes a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.