

F06000005238

(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



300110325283

10/15/07--01040--001 **105.00

FILED
07 OCT 15 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend to Articles
of merger

SP

Moore & Van Allen

October 10, 2007

Anne M. Trott
Legal Assistant

T 843 579 7072
F 843 579 7072
annetrott@mvalaw.com

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Moore & Van Allen PLLC

Suite 300
40 Calhoun Street
Charleston, SC 29401-3535

Mailing Address:
Post Office Box 22828
Charleston, SC 29413-2828

**Re: The Kimbrell Company, Inc./Florida
Preferred Markets Incorporated/Florida
Our File Number: 028795-44 and 46**

Dear Ladies and Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Amendment to the Articles of Merger of The Kimbrell Company, Inc./Florida and Preferred Markets Incorporated/Florida into The Kimbrell Company, a South Carolina corporation. The previously filed Articles of Merger were incorrect.

Also enclosed is a check for \$105.00 to cover the filing fees for a 3-party merger.

Please file the Articles of Amendment and return a file-stamped copy to me in the stamped, self-addressed envelope provided.

Thank you for your assistance. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Anne M. Trott
Paralegal

:at

Enclosures – As Stated

cc: Ms. Dee Bee Wright (w/o enclosure)
Tom Waring, Esq. (w/o enclosure)
H. Manning Unger, Esq. (w/o enclosure)

**ARTICLES OF AMENDMENT
To
ARTICLES OF MERGER**
(Profit Corporation)

FILED
07 OCT 15 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Amendment to the Articles of Merger are submitted in accordance with Florida Business Corporation Act.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
The Kimbrell Company, Inc.	South Carolina	F06000005238

SECOND: The name and jurisdiction of each merging corporation

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
The Kimbrell Company, Inc./Florida	Florida	P97000097764
Preferred Markets Incorporated/Florida	Florida	P98000007857

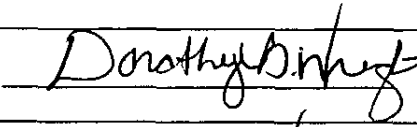
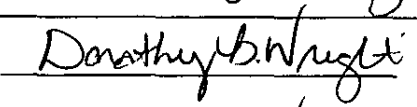
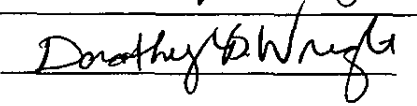
THIRD: An Amended Plan of Merger for Non-Subsidiaries is attached.

FOURTH: The amended merger shall become effective the date Articles of Merger are filed with the South Carolina Secretary of State, which shall be more than 90 days after the merger file date.

FIFTH: Adoption of Merger by surviving corporation –
The Amended Plan of Merger for Non-Subsidiaries was adopted by the shareholders of the surviving corporation on May 24, 2007.

SIXTH: Adoption of Merger by merging corporations –
The Amended Plan of Merger was adopted by the shareholders of the merging corporations on May 24, 2007.

SEVENTH: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer</u>	<u>Typed Name of Individual & Title</u>
The Kimbrell Company, Inc.		Dorothy B. Wright Secretary of Corporation
The Kimbrell Company, Inc./Florida		Dorothy B. Wright Secretary of Corporation
Preferred Markets Incorporated/ Florida		Dorothy B. Wright Secretary of Corporation

AMENDED 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:

Name

Jurisdiction

The Kimbrell Company, Inc.

South Carolina

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

The Kimbrell Company, Inc./Florida

Florida

Preferred Markets Incorporated/Florida

Florida

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

See the attached Agreements and Plans of Merger of:

- (a) The Kimbrell Company, Inc. and The Kimbrell Company, Inc./Florida;
- (b) The Kimbrell Company, Inc. and Preferred Markets Incorporated/Florida

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:

The entire outstanding shares of both *merging corporations* are owned by Kimbrell Insurance Group, Inc. and the entire outstanding shares of the *surviving corporation* are owned by Kimbrell Insurance Group, Inc.; therefore, no new shares shall be issued to Kimbrell Insurance Group, Inc. in exchange for the surrender of its stock of the either of the *merging corporations*.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER
OF
THE KIMBRELL COMPANY, INC.
(a South Carolina Corporation)
AND
THE KIMBRELL COMPANY, INC./FLORIDA
(a Florida Corporation)

THIS AGREEMENT AND PLAN OF MERGER is entered into on May 24, 2007 by The Kimbrell Company, Inc./Florida, a Florida corporation, and approved by resolution adopted by its Sole Shareholder and Board of Directors on said date, and entered into on May 24, 2007 by The Kimbrell Company, Inc., a South Carolina corporation (the "Surviving Corporation"), and approved by resolution adopted by its Sole Shareholder and Board of Directors on said date.

WHEREAS, The Kimbrell Company, Inc./Florida is a Florida corporation with its registered office located therein at 587 Center Street, Ormond Beach, FL 32174 and its principal place of business located at 1300 Indian Wells Court, Murrells Inlet, SC 29576 (the "Terminating Corporation"); and

WHEREAS, the total number of shares of stock which the Terminating Corporation has authority to issue is one hundred thousand (100,000), all of which are of one class and of \$1.00 par value; and

WHEREAS, the Surviving Corporation is a South Carolina corporation with its registered office located therein at Unit 301 Coquina Harbor, Little River, SC 29566 and its principal place of business located at 1300 Indian Wells Court, Murrells Inlet, SC 29576; and

WHEREAS, the total number of shares of stock which the Surviving Corporation has authority to issue is one hundred thousand (100,000), all of which are of one class and of \$1.00 par value; and

WHEREAS, the South Carolina Business Corporation Act of 1988 permits the merger of a business corporation of another jurisdiction with and into a South Carolina business corporation; and

WHEREAS, the Florida Business Corporation Act permits the merger of a corporation of the State of Florida with and into a corporation of another jurisdiction; and

WHEREAS, the Terminating Corporation and the Surviving Corporation and the respective Boards of Directors and Sole Shareholders thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective Sole Shareholders

to merge the Terminating Corporation with and into the Surviving Corporation pursuant to the provisions of the South Carolina Business Corporation Act of 1988 and pursuant to the provisions of the Florida Business Corporation Act upon the terms and conditions hereinafter set forth; and

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by the Terminating Corporation and approved by a resolution recommended by its Board of Directors and adopted by its Sole Shareholder and being thereunto duly entered into by the Surviving Corporation and approved by a resolution recommended by its Board of Directors and adopted by its Sole Shareholder, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan set forth.

1. The Terminating Corporation and the Surviving Corporation shall, pursuant to the provisions of the South Carolina Business Corporation Act of 1988 and the provisions of the Florida Business Corporation Act, be merged with and into a corporation, to wit, the Surviving Corporation which shall continue to exist pursuant to the provisions of the South Carolina Business Corporation Act of 1988. The separate existence of the Terminating Corporation shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act, and all property and liabilities of the Terminating Corporation shall become the property and liabilities of the Surviving Corporation.

2. The Articles of Incorporation of the Surviving Corporation as in force and effect at the effective time and date of the merger in the jurisdiction of its incorporation shall be the Articles of Incorporation of the Surviving Corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the South Carolina Business Corporation Act of 1988.

3. The present Bylaws of the Surviving Corporation as in force and effect at the effective time and date of the merger in the jurisdiction of its incorporation shall be the Bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the South Carolina Business Corporation Act of 1988.

4. The directors and officers of the Surviving Corporation at the effective time of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. The entire outstanding shares of the Terminating Corporation are owned by Kimbrell Insurance Group, Inc. and the entire outstanding shares of the Surviving Corporation are owned by Kimbrell Insurance Group, Inc.; therefore, no new shares shall be issued to

Kimbrell Insurance Group, Inc. in exchange for the surrender of its stock of the Terminating Corporation.

6. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Business Corporations Act and upon behalf of the Surviving Corporation in accordance with the provisions of the South Carolina Business Corporation Act of 1988, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of South Carolina and by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of South Carolina and the State of Florida and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and Sole Shareholder of the Terminating Corporation and the Board of Directors and Sole Shareholder of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent parties thereto.

THE TERMINATING CORPORATION:

THE KIMBRELL COMPANY, INC./FLORIDA, a
Florida corporation

WITNESSES:

Melinda B. Griffin
M. Paige Wall

By: Dorothy B. Wright
Dorothy B. Wright, Secretary of the Corporation

Dated May 24, 2007

THE SURVIVING LLC:

THE KIMBRELL COMPANY, INC.
a South Carolina corporation

WITNESSES:

Melinda B. Griffin
M. Paige Wall

By: Dorothy B. Wright
Dorothy B. Wright, Secretary of the Corporation

Dated May 24, 2007

AGREEMENT AND PLAN OF MERGER
OF
THE KIMBRELL COMPANY, INC.
(a South Carolina Corporation)
AND
PREFERRED MARKETS INCORPORATED/FLORIDA, INC.
(a Florida Corporation)

THIS AGREEMENT AND PLAN OF MERGER is entered into on May 24, 2007 by Preferred Markets Incorporated/Florida, a Florida corporation, and approved by resolution adopted by its Sole Shareholder and Board of Directors on said date, and entered into on May 24, 2007 by The Kimbrell Company, Inc., a South Carolina corporation (the "Surviving Corporation"), and approved by resolution adopted by its Sole Shareholder and Board of Directors on said date.

WHEREAS, Preferred Markets Incorporated/Florida is a Florida corporation with its registered office located therein at 587 Center Street, Ormond Beach, FL 32174 and its principal place of business located at 1300 Indian Wells Court, Murrells Inlet, SC 29576 (the "Terminating Corporation"); and

WHEREAS, the total number of shares of stock which the Terminating Corporation has authority to issue is one hundred thousand (100,000), all of which are of one class and of \$1.00 par value; and

WHEREAS, the Surviving Corporation is a South Carolina corporation with its registered office located therein at Unit 301 Coquina Harbor, Little River, SC 29566 and its principal place of business located at 1300 Indian Wells Court, Murrells Inlet, SC 29576; and

WHEREAS, the total number of shares of stock which the Surviving Corporation has authority to issue is one hundred thousand (100,000), all of which are of one class and of \$1.00 par value; and

WHEREAS, the South Carolina Business Corporation Act of 1988 permits the merger of a business corporation of another jurisdiction with and into a South Carolina business corporation; and

WHEREAS, the Florida Business Corporation Act permits the merger of a corporation of the State of Florida with and into a corporation of another jurisdiction; and

WHEREAS, the Terminating Corporation and the Surviving Corporation and the respective Boards of Directors and Sole Shareholders thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective Sole Shareholders

to merge the Terminating Corporation with and into the Surviving Corporation pursuant to the provisions of the South Carolina Business Corporation Act of 1988 and pursuant to the provisions of the Florida Business Corporation Act upon the terms and conditions hereinafter set forth; and

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by the Terminating Corporation and approved by a resolution recommended by its Board of Directors and adopted by its Sole Shareholder and being thereunto duly entered into by the Surviving Corporation and approved by a resolution recommended by its Board of Directors and adopted by its Sole Shareholder, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan set forth.

1. The Terminating Corporation and the Surviving Corporation shall, pursuant to the provisions of the South Carolina Business Corporation Act of 1988 and the provisions of the Florida Business Corporation Act, be merged with and into a corporation, to wit, the Surviving Corporation which shall continue to exist pursuant to the provisions of the South Carolina Business Corporation Act of 1988. The separate existence of the Terminating Corporation shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act, and all property and liabilities of the Terminating Corporation shall become the property and liabilities of the Surviving Corporation.

2. The Articles of Incorporation of the Surviving Corporation as in force and effect at the effective time and date of the merger in the jurisdiction of its incorporation shall be the Articles of Incorporation of the Surviving Corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the South Carolina Business Corporation Act of 1988.

3. The present Bylaws of the Surviving Corporation as in force and effect at the effective time and date of the merger in the jurisdiction of its incorporation shall be the Bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the South Carolina Business Corporation Act of 1988.

4. The directors and officers of the Surviving Corporation at the effective time of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. The entire outstanding shares of the Terminating Corporation are owned by Kimbrell Insurance Group, Inc. and the entire outstanding shares of the Surviving Corporation are owned by Kimbrell Insurance Group, Inc.; therefore, no new shares shall be issued to

Kimbrell Insurance Group, Inc. in exchange for the surrender of its stock of the Terminating Corporation.

6. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Business Corporations Act and upon behalf of the Surviving Corporation in accordance with the provisions of the South Carolina Business Corporation Act of 1988, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of South Carolina and by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of South Carolina and the State of Florida and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and Sole Shareholder of the Terminating Corporation and the Board of Directors and Sole Shareholder of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent parties thereto.

THE TERMINATING CORPORATION:

PREFERRED MARKETS INCORPORATED/
FLORIDA, a Florida corporation

WITNESSES:

Melinda B. Meyers

By:

Dorothy B. Wright

Dorothy B. Wright, Secretary of the Corporation

M. Paige Wall

Dated May 24, 2007

THE SURVIVING LLC:

THE KIMBRELL COMPANY, INC.
a South Carolina corporation

WITNESSES:

Melinda B. Meyers

By:

Dorothy B. Wright

Dorothy B. Wright, Secretary of the Corporation

M. Paige Wall

Dated May 24, 2007