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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Texas Yale Capital Corp.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Brenda Adkinson

(Contact Person)

Malouf Lynch Jackson & Swinson, PC

(Firm/Company)

12222 Merit Drive, Suite 1000

(Address)

Dallas, Texas 75251

(City/State and Zip Code)

For further information concerning this matter, please call:

CAROLANN GREER

Brenda Adkinson

(Name of Contact Person)

214

273-0576

At (214) 273-0602

(Area Code & Daytime Telephone Number)

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**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)
Texas Yale Capital Corp.	Texas	801117559

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Yale Capital Corporation	Florida	P03000004825
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 \_\_\_\_/\_\_\_\_/\_\_\_\_ (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 April 29, 2009

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 April 29, 2009

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Texas Yale Capital Corp.**

Chap. Page

**Cheyne Pace, Chairman**

**Yale Capital Corporation**

Ches. face

**Cheyne Pace, Chairman**

## AGREEMENT AND PLAN OF MERGER

Pursuant to Chapter 10 of the Texas Business Organizations Code (the "TBOC") and Section 607.1105 of the Florida Statutes (the "FS"), Yale Capital Corporation, a Florida corporation, ("Yale – Florida"), and Texas Yale Capital Corp., a Texas corporation ("Yale – Texas") hereby adopt this Agreement and Plan of Merger on the 29<sup>th</sup> day of April, 2009:

1. The Merger. At the Effective Time (as defined in Section 2), upon the terms and subject to the conditions of this Plan, the TBOC and FS, Yale – Florida shall be merged with and into Yale – Texas, the separate corporate existence of Yale – Florida shall cease and Yale – Texas shall continue after the Merger as the Surviving Company. This Plan shall be submitted to the shareholders of Yale – Florida and Yale – Texas for approval in the manner prescribed by the TBOC and FS.

2. Effective Time. Immediately following approval of this Plan by the shareholders of Yale – Florida and Yale – Texas, Yale – Texas shall cause the Merger to be consummated by executing, delivering and filing a Certificate of Merger with the Secretary of the State of Texas and the Secretary of the State of Florida in such form as required by, and executed in accordance with, the relevant provisions of the TBOC and FS, and the parties shall take all such other and further actions as may be required by law to cause the Merger to become effective. The effective date of the merger shall be April 30, 2009 (the "Effective Time").

3. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the TBOC and FS. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges and powers of Yale – Florida and Yale – Texas shall vest in the Surviving Corporation, and all debts, liabilities and duties of Yale – Florida and Yale – Texas shall become the debts, liabilities and duties of the Surviving Corporation.

4. Certificate of Formation. At the Effective Time, the Certificate of Formation of Yale – Texas as in effect immediately before the Effective Time, shall be the Certificate of Formation of the Surviving Company.

5. Bylaws. At the Effective Time, the Bylaws of Yale – Texas as in effect immediately before the Effective Time shall be the Bylaws of the Surviving Company.

6. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of Yale – Florida, Yale – Texas or any shareholder of Yale – Florida or Yale – Texas:

(a) Each share of Yale – Florida shall be converted into and shall represent one share of Yale – Texas.

(b) Each share of Yale – Texas shall continue to represent one share of Yale – Texas.

YALE CAPITAL CORPORATION,  
a Florida corporation

By: Cheyne Pace Chairman of the Board  
Cheyne Pace, Chairman of the Board

TEXAS YALE CAPITAL CORP.,  
a Texas corporation

By: Cheyne Pace  
Cheyne Pace, Chairman of the Board