

F32369

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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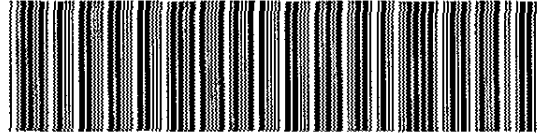
(Business Entity Name)

(Document Number)

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ps 7/21/06  
Mayer

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July 12, 2006

**VIA FEDERAL EXPRESS**  
**PERSONAL AND CONFIDENTIAL**

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

In re: Montlake Properties, Inc. - Stone Fort, Inc. Merger

Dear Sir or Madam:

We are enclosing the following documents with regard to the merger between Montlake Properties, Inc. and Stone Fort, Inc.:

1. Articles of Merger; and
2. Plan of Merger.

We are also enclosing our check in the sum of \$78.75 to cover the filing cost. This amount includes a certified copy to be return to us.

If you have any questions regarding the enclosures, please do not hesitate to give us a call.

Sincerely yours,

*Gloria Gass*

Gloria Gass, Legal Assistant  
ggass@chattanooga-law.com  
For Horton, Maddox & Anderson, PLLC

Enclosure

cc: Ms. Kim H. White (with enclos.)  
Mr. Henry G. Luken, III (with enclos.)  
Mr. William H. Horton (without enclos.)  
Mr. Patrick C. Taintor (without enclos.)

*Please use Federal  
Express return  
envelope enclosed.  
Thank you.*

# **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)
Stone Fort, Inc.	Tennessee	0520877

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Montlake Properties, Inc.	Florida	F32369
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 May 25, 2006.

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 May 25, 2006.

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)

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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

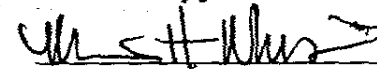
<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
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Stone Fort, Inc.



Kim H. White, President

Montlake Properties, Inc.



Kim H. White, President

**Agreement of Merger and Plan of Reorganization**

Agreement of Merger and Plan of Reorganization dated May 25, 2006, by and between MONTLAKE PROPERTIES, INC., a Florida corporation duly qualified in the State of Tennessee (hereinafter called "Montlake") and STONE FORT, INC., a Tennessee corporation (hereinafter called "Stone Fort").

WHEREAS:

1. The Sole Shareholder and Boards of Directors of Montlake and Stone Fort have resolved that Montlake be merged pursuant to the Tennessee Business Corporation Act and the Florida Business Corporations Act into a single corporation existing under the laws of the State of Tennessee, to wit, Stone Fort, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of Montlake consists of 82,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Montlake Common Stock"), of which 600 shares are issued and outstanding;

3. The authorized capital stock of Stone Fort consists of 10,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Stone Fort Common Stock"), 10 shares of which are issued and outstanding; and

4. The respective Shareholder and Boards of Directors of Montlake and Stone Fort have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Tennessee Business Corporation Act and the Florida Business Corporations Act that Montlake shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Tennessee, to wit, Stone Fort, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

5016.2015

**1. Stockholders' Consents, Effects of Merger.**

**1.1 Action of Montlake.** Montlake Stockholder's Meeting. Montlake, by written consent of its sole shareholder, shall adopt this Agreement in accordance with the Florida Business Corporations Act and the Tennessee Business Corporation Act.

**1.2 Action by Montlake as Sole Stockholder of Stone Fort.** Montlake, as the sole stockholder of Stone Fort, shall adopt this Agreement by written consent in accordance with the Tennessee Business Corporation Act.

**1.3 Filing of Articles of Merger; Effective Date.** If (a) this Agreement is adopted by the stockholder of Montlake in accordance with the Florida Business Corporations Act (b) this Agreement has been adopted by Montlake as the sole stockholder of Stone Fort, in accordance with the Tennessee Business Corporation Act, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the Florida Business Corporations Act and Articles of Merger shall be filed in accordance with the Tennessee Business Corporation Act. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Tennessee, which date and time are herein referred to as the "Effective Date."

**1.4 Certain Effects of Merger.** On the Effective Date, the separate existence of Montlake shall cease, and Montlake shall be merged into Stone Fort which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Montlake; and all and singular, the rights, privileges, powers, and franchises of Montlake, and all property, real, personal, and mixed, and all debts due to Montlake on whatever account, as well for stock subscriptions and all other things in action or belonging to Montlake, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Montlake, and the title to any real estate vested by deed or otherwise, under the laws of Tennessee or Florida or any other jurisdiction, in Montlake, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Montlake shall be preserved unimpaired, and all debts, liabilities, and duties of Montlake shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Montlake or the corresponding officers of the Surviving Corporation, may, in the name of Montlake, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or

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confirm in the Surviving Corporation title to and possession of all Montlake's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

**2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws; Directors.**

**2.1 Name of Surviving Corporation.** The name of the Surviving Corporation from and after the Effective Date shall be Stone Fort, Inc.

**2.2 Charter.** The Charter of Stone Fort as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Charter of the Surviving Corporation until changed or amended as provided by law.

**2.3 By-Laws.** The By-Laws of Stone Fort, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

**2.4 Directors and Officers.** The directors and officers of the Surviving Corporation in office at and as of the Effective Date of the merger shall remain the directors and officers of the Surviving Corporation until their successors have been elected or appointed and qualified.

**3. Status and Conversion of Securities.**

The manner and basis of converting the shares of the capital stock of Montlake and the nature and amount of the shares of capital stock of Stone Fort which the holders of shares of Montlake Common Stock are to receive in exchange for such shares are as follows:

**3.1 Montlake Common Stock.** Each one share of Montlake Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Stone Fort Common Stock, and outstanding certificates representing shares of Montlake Common Stock shall thereafter represent shares of Stone Fort Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

5816.2017

3.2 **Stone Fort Common Stock Held by Montlake.** All issued and outstanding shares of Stone Fort Common Stock held by Montlake immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. **Miscellaneous.**


4.1. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholder of Montlake, if the Board of Directors of Montlake or of the Surviving Corporation duly adopt a resolution abandoning this Plan of Merger.

4.2. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

5. **Effective Date.** This merger shall be effective as of the date of filing of the Articles of Merger with the Tennessee Secretary of State.

IN WITNESS WHEREOF, the undersigned officers of Montlake and Stone Fort have executed this Agreement this the 25<sup>th</sup> day of May, 2006, and by their signatures below, hereby certify that the shareholder and directors of the respective corporations approved this Plan of Merger on May 25, 2006.

ATTEST:

  
Lynda A. Childress, Secretary

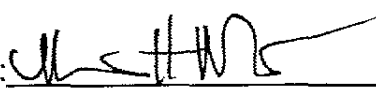
MONTLAKE PROPERTIES, INC.

By:   
Kim H. White, President

ATTEST:

  
Lynda A. Childress, Secretary

STONE FORT, INC.

By:   
Kim H. White, President