

# F47387

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(Requestor's Name)

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(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

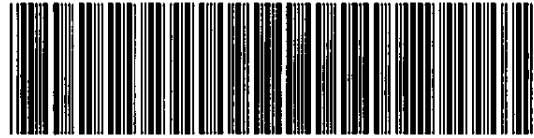
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

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**FILED**  
2010 NOV -1 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*APR 11/4/10*

*Susan Slagle*

ATTORNEY AT LAW  
*Professional Association*

TAXATION  
CORPORATION AND BUSINESS LAW  
WILLS, ESTATES AND ESTATE PLANNING

October 25, 2010

TO: Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

SUBJECT: ARMCHAIR INVESTMENTS, INC.

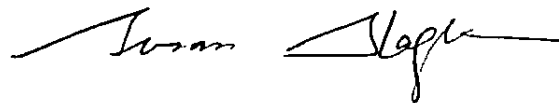
The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joan H. Gaines  
P.O. Box 3333  
Ocala, FL 34478

For further information concerning this matter, please call:

Susan Slagle, Attorney At: (904) 296-7726



*1201 San Amaro Road  
Jacksonville, Florida 32207*

TEL: (904) 296-7726

FAX: (904) 788-1668

FILED

**ARTICLES OF MERGER**  
(Profit Corporation)

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ARMCHAIR INVESTMENTS, INC.	FL	F47387

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ELF MAINTENANCE CO.	FL	F67286

**Third:** The Plan of Merger is attached.

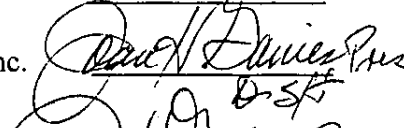
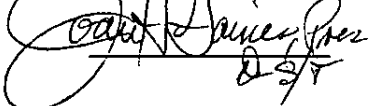
**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 10/31/2010

**Fifth:** Adoption of Merger by surviving corporation - The Plan of Merger was adopted by the shareholders of the surviving corporation on October 21, 2010.

**Sixth:** Adoption of Merger by merging corporation - The Plan of Merger was adopted by the shareholders of the merging corporation on October 21, 2010.

**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>
Armchair Investments, Inc.		Joan H. Gaines, President, Sole Director, Secretary/Treasurer
Elf Maintenance Co.		Joan H. Gaines, President, Sole Director, Secretary/Treasurer

## **PLAN OF MERGER**

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:

<u>Name</u>	<u>Jurisdiction</u>
ARMCHAIR INVESTMENTS, INC.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
ELF MAINTENANCE CO.	Florida

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

1. The corporations agree that ELF MAINTENANCE CO., the merging corporation shall be merged into ARMCHAIR INVESTMENTS, INC., the surviving corporation.

2. The name of the surviving corporation shall be "ARMCHAIR INVESTMENTS, INC.".

3. The registered office of the surviving corporation shall be 1822 S.E. 8th Street, Ocala, Florida 34471 and the name of the registered agent shall be JOAN H. GAINES.

4. The purposes of the surviving corporation are to engage in any lawful act or activity for which corporations may be formed under the laws of the State of Florida.

5. 100% of the issued and outstanding shares of ELF MAINTENANCE CO., the merging corporation, will be exchanged for one hundred (100) shares of ARMCHAIR INVESTMENTS, INC., the surviving corporation.

6. The present sole Director of the surviving corporation shall continue to serve until her successor is duly elected or designated after the effective date of the merger. The present Sole Director is Joan H. Gaines.

7. The name and address of the registered agent of the surviving corporation is:

JOAN H. GAINES  
1822 S.E. 8th Street  
Ocala, Florida 34471

8. The mode of carrying this merger into effect, and the manner and basis of converting the shares of the merging corporation into shares of the surviving corporation, shall be as follows:

- (1) Each shareholder of the merging corporation shall surrender his or her certificate or certificates to the surviving corporation during the period beginning on October 21, 2010, which is the effective date of this Agreement, and ending on October 31, 2010.
- (2) At the time each shareholder surrenders to the surviving corporation his or her certificates for outstanding shares of the merging corporation, the shareholder shall be issued certificates for fully paid and nonassessable common shares of the surviving corporation, in the ratio of 1:1 shares of the surviving corporation for each surrendered share of the merging corporation, being a total issue of one hundred (100) shares of the surviving corporation for the entire one hundred (100) shares now issued and outstanding of the merging corporation.

9. The assets of the merging corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

10. The Articles of Incorporation of the surviving corporation, shall continue to be the Articles of the surviving corporation, until amended as provided by law.

11. The present Bylaws of the surviving corporation shall continue to be the Bylaws of the surviving corporation.

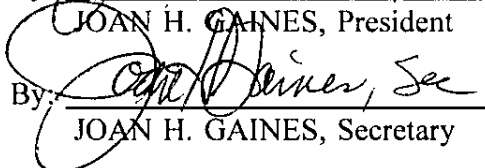
12. This Agreement shall become effective on October 31, 2010.

**IN WITNESS WHEREOF**, each corporation has caused its corporate name to be signed below by its president and secretary, who are duly authorized by the their respective Board of Directors and shareholders to execute this Agreement.

Executed on October 21, 2010 at Ocala, Florida.

ARMCHAIR INVESTMENTS, INC.

By:   
JOAN H. GAINES, President

By:   
JOAN H. GAINES, Secretary

ELF MAINTENANCE CO.

By:

  
JOAN H. GAINES, President

By:

  
JOAN H. GAINES, Secretary