

F47766

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Jon Pritchett Trucking Inc.
Robin Pritchett, Inc. etc.
into
Pritchett Trucking, Inc.

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*Need today if at all
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CLERK OF THE
TALLAHASSEE, FLORIDA

Signature

Requested by:

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Date

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Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
☒ Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
☒ Cert. Copy (x 2) _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
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Fictitious Owner Search _____
Vehicle Search _____
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UCC 11 Search _____
UCC 11 Retrieval _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

merger

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6/30/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

JOHN PRITCHETT TRUCKING, INC., a FL corp. S21357

ROBIN PRITCHETT TRUCKING, INC., a FL corp. P96000001221

BULLDOG TRUCK LINES, INC., a FL corp. 579387

PHILLIP PRITCHETT TRUCKING, INC. a FL corp. P94000071959

PRITCHETT TRUCKING SOUTHERN DIVISION, INC., a FL corp. L55884

INTO

PRITCHETT TRUCKING, INC., a Florida corporation, F47766

File date: June 30, 1999

Corporate Specialist: Susan Payne

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES AND PLAN OF MERGER
BY AND AMONG
JON PRITCHETT TRUCKING, INC., ROBIN PRITCHETT TRUCKING, INC.,
BULLDOG TRUCK LINES, INC., PHILLIP PRITCHETT TRUCKING, INC. and
PRITCHETT TRUCKING SOUTHERN DIVISION, INC.
WITH
PRITCHETT TRUCKING, INC.
AS THE SURVIVING CORPORATION**

THESE ARTICLES AND PLAN OF MERGER (hereinafter this "Agreement") are made and entered into this 29th day of June, 1999, among JON PRITCHETT TRUCKING, INC., ROBIN PRITCHETT TRUCKING, INC., BULLDOG TRUCK LINES, INC., PHILLIP PRITCHETT TRUCKING, INC. and PRITCHETT TRUCKING SOUTHERN DIVISION, INC., and PRITCHETT TRUCKING, INC., all Florida corporations, with their principal offices located at 1050 Southeast 6th Street, Lake Butler, Florida 32054. In this Agreement, Jon Pritchett Trucking, Inc., Robin Pritchett Trucking, Inc., Bulldog Truck Lines, Inc., Phillip Pritchett Trucking, Inc., Pritchett Trucking Southern Division, Inc. and Pritchett Trucking, Inc. are sometimes collectively referred to as the "Constituent Corporations" and individually as a "Constituent Corporation." Pritchett Trucking, Inc. may also be referred to as the "Surviving Corporation," and Jon Pritchett Trucking, Inc., Robin Pritchett Trucking, Inc., Bulldog Truck Lines, Inc., Phillip Pritchett Trucking, Inc. and Pritchett Trucking Southern Division, Inc. may be referred to as the "Disappearing Corporations."

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and generally for the welfare of the Constituent Corporations that the Disappearing Corporations be merged with and into Pritchett Trucking, Inc., as authorized by sections 607.1101, et seq., Florida Statutes, pursuant to the terms and conditions set forth in this Agreement and in accordance with the provisions of Section 368(a)(1)(A), of the Internal Revenue Code of 1986, as amended (the "Merger").

NOW, THEREFORE, the Constituent Corporations, among themselves and their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions contained below, have agreed to merge the Disappearing Corporations into the Surviving Corporation,

pursuant to the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of the Merger in the following Articles and Plan of Merger:

ARTICLE I
Constituent Corporations

The Constituent Corporations are:

(a) JON PRITCHETT TRUCKING, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation which were filed with the Department of State of Florida on December 28, 1990, under the name of "Jon Pritchett Trucking, Inc.," has an authorized capitalization consisting of 7,500 shares of common stock, with a par value of \$1.00 per share, of which 500 shares of common stock are presently issued and outstanding, which shall be a Disappearing Corporation.

(b) ROBIN PRITCHETT TRUCKING, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on December 28, 1995, under the name of "Robin Pritchett Trucking, Inc.," has an authorized capitalization consisting of 7,500 shares of common stock, with a par value of \$1.00 per share, of which 500 shares of common stock are presently issued and outstanding, which shall be a Disappearing Corporation.

(c) BULLDOG TRUCK LINES, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on July 19, 1978, under the name of "Bulldog Truck Lines, Inc.," has an authorized capitalization consisting of 500 shares of common stock, with a par value of \$1.00 per share, of which 500 shares of common stock are presently issued and outstanding, which shall be a Disappearing Corporation.

(d) PHILLIP PRITCHETT TRUCKING, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on September 30, 1994, under the name of "Phillip Pritchett Trucking, Inc.," has an authorized capitalization consisting of 7,500 shares of common stock, with a par value of \$1.00 per share, of which 7,500 shares of common stock are presently issued and outstanding, which shall be a Disappearing Corporation.

(e) PRITCHETT TRUCKING SOUTHERN DIVISION, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on March 8, 1990, under the name of "Pritchett Trucking Southern Division, Inc.," has an authorized capitalization consisting of 7,500 shares of common stock, with a par value of \$1.00 per share, of which 5,000 shares of common stock are presently issued and outstanding, which shall be a Disappearing Corporation.

(f) PRITCHETT TRUCKING, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on October 5, 1981, under the name of "Pritchett Trucking, Inc.," has an authorized capitalization consisting of 7,500 shares of common stock, with a par value of \$1.00 per share, of which 7,000 shares of common stock are presently issued and outstanding, which shall be the Surviving Corporation.

ARTICLE II

Merger

On the effective date of the Merger, the Disappearing Corporations shall be merged with and into Pritchett Trucking, Inc. Upon the approval of this Agreement by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed with the Secretary of State of the State of Florida. The Merger shall be effective, and the separate existence of the Disappearing Corporations shall cease (except as continued by statute) as of June 30, 1999 (the "Effective Date"). Pritchett Trucking, Inc. shall be the Surviving Corporation in the Merger and shall be governed by the laws of the State of Florida, which state shall be its domicile.

ARTICLE III

Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the merger are hereby amended as follows:

Articles III of the Articles of Incorporation of the Surviving Corporation, is hereby amended in its entirety to read as follows:

“(a) Authorized Shares. This corporation is authorized to issue 100,000 shares of common stock of par value of \$0.01 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid fully for and shall be nonassessable.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.”

Except as stated above, the Articles of Incorporation of the Surviving Corporation shall remain in full force and effect as the Articles of Incorporation of the Surviving Corporation after the merger.

ARTICLE IV Conversion of Outstanding Stock

The method and procedure for carrying the Merger into effect, and the manner and basis of converting the shares of the Disappearing Corporations into shares of the Surviving Corporation is as follows:

(a) Immediately upon the Effective Date of this Merger, each issued and outstanding share of common stock of the Disappearing Corporations, which is issued and outstanding on the

Effective Date of the Merger, shall, without further action on the part of the holder thereof, automatically become, and be converted into of common stock of the Surviving Corporation as follows:

(i) Bulldog Truck Lines, Inc.

Each share of Bulldog Truck Lines, Inc. shall be converted into 3.3026 shares of Pritchett Trucking, Inc.

(ii) Jon Pritchett Trucking, Inc.

Each share of Jon Pritchett Trucking, Inc. shall be converted into 0.8774 shares of Pritchett Trucking, Inc.

(iii) Pritchett Trucking Southern Division, Inc.

Each share of Pritchett Trucking Southern Division, Inc. shall be converted into 0.0595 shares of Pritchett Trucking, Inc.

(iv) Phillip Pritchett Trucking, Inc.

Each share of Phillip Pritchett Trucking, Inc. shall be converted into 0.0322 shares of Pritchett Trucking, Inc.

(v) Robin Pritchett Trucking, Inc.

Each share of Robin Pritchett Trucking, Inc. shall be converted into 0.0877 shares of Pritchett Trucking, Inc.

Each outstanding certificate representing shares of common stock of the Disappearing Corporations shall be deemed for all corporate purposes to evidence the ownership of fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares have been converted.

(b) As soon as practicable after the Effective Date of the Merger, each holder of a certificate or certificates representing outstanding shares of common stock of the Disappearing Corporations shall be entitled, upon surrender of such certificate or certificates, to receive in

exchange a certificate or certificates representing the aggregate number of shares of common stock of the Surviving Corporation into which the shares of the Disappearing Corporations shall have been converted pursuant to this Article.

ARTICLE V Terms and Conditions

Additional terms and conditions of the Merger are as follows:

(a) The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall continue to be the Bylaws of the Surviving Corporation.

(b) The sole director of the Surviving Corporation after the Merger, who shall serve until his successor has been duly elected or appointed, or until his earlier death, resignation or removal, is:

Marvin H. Pritchett

(c) The principal officers of the Surviving Corporation after the Merger, who shall hold office until their successors have been duly elected or appointed or until his or her earlier death, resignation or removal, and their respective offices, are as follows:

Marvin H. Pritchett	President
Jon W. Pritchett	Secretary/Treasurer

(d) The principal office of the Surviving Corporation shall be 1050 Southeast 6th Street, Lake Butler, Florida 32054. The name and address of the Registered Agent shall be:

Marvin H. Pritchett
1050 Southeast 6th Street
Lake Butler, Florida 32054

(e) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Disappearing Corporations, the proper officers and directors of the Disappearing Corporations, or the Surviving Corporation,

shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE VI Effect of Merger

Upon this Merger becoming effective, the separate existence of the Disappearing Corporations, except insofar as they may be continued by statute, shall cease. Upon this Merger becoming effective, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Corporations, and all the rights, privileges, immunities, powers and franchises of the Disappearing Corporations and all property, real, personal and mixed, and all debts due to the said Disappearing Corporations on whatever account, for stock subscriptions as well as for all other things in action or belonging to the Disappearing Corporations, shall be vested in the Surviving Corporation; and all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Corporation, and the title to any real estate vested by deed or otherwise in the Disappearing Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of said Disappearing Corporations shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Constituent Corporations, attach to and be assumed by the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE VII Date of Authorization of Merger

This Plan of Merger was approved by the Board of Directors of the Constituent Corporations, recommended by the Board of Directors to the Shareholders of the Constituent Corporations, and unanimously adopted by the shareholders of the Constituent Corporations, on the 29th day of June, 1999, effective June 30, 1999.

ARTICLE VIII
Compliance With Legal Requirements

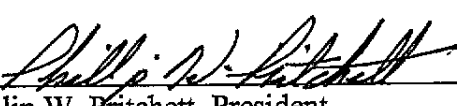
All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of this Agreement with the Secretary of State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles and Plan of Merger to be executed on their behalf by their respective Presidents, adopted this 29th day of June, 1999, effective the 30th day of June, 1999.

JON PRITCHETT TRUCKING, INC.

By: 
Jon W. Pritchett, President

PHILLIP PRITCHETT TRUCKING, INC.

By: 
Phillip W. Pritchett, President

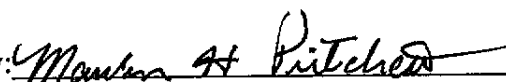
ROBIN PRITCHETT TRUCKING, INC.

By: 
Robin P. Wilson, President

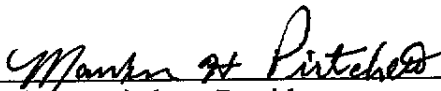
**PRITCHETT TRUCKING SOUTHERN
DIVISION, INC.**

By: 
Jon W. Pritchett, President

BULLDOG TRUCK LINES, INC.

By: 
Marvin H. Pritchett, President

PRITCHETT TRUCKING, INC.

By: 
Marvin H. Pritchett, President