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CAPITAL CONNECTION, INC.

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Dutchett Trucking, Inc

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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

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Dissolution / Withdrawal

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Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

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*Amended & Restated
Art. of merger
S. PAYNE SEP 27 1999
merger originally
filed on
6/30/99*

Signature

Requested by: *JS*

Name

Date

Time

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED 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 AMENDED AND RESTATED ARTICLES AND PLAN OF MERGER (hereinafter this "Amendment") is made and entered into this 21st day of September, 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 Amendment, 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 Disappearing Corporations were merged into the Surviving Corporation pursuant to the 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, (the "Articles and Plan of Merger"), effective June 30, 1999; and

WHEREAS, the Articles and Plan of Merger were filed with the Secretary of the State of Florida and became effective on June 30, 1999; and

WHEREAS, the Board of Directors of the Constituent Corporations deem it advisable to completely amend and restate the Articles and Plan of Merger as of the effective date of the merger; and

WHEREAS, this Amendment 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 21st day of September, 1999.

NOW, THEREFORE, the Constituent Corporations, among themselves and their respective Boards of Directors, hereby amend and restate the Articles and Plan of Merger in its entirety to read as follows:

**"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 1.35 shares of Pritchett Trucking, Inc.

(iii) **Pritchett Trucking Southern Division, Inc.**

Each share of Pritchett Trucking Southern Division, Inc. shall be converted into 0.0916 shares of Pritchett Trucking, Inc.

(iv) **Phillip Pritchett Trucking, Inc.**

Each share of Phillip Pritchett Trucking, Inc. shall be converted into 0.049467 shares of Pritchett Trucking, Inc.

- (v) Robin Pritchett Trucking, Inc.

Each share of Robin Pritchett Trucking, Inc. shall be converted into 0.136 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

The 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. This amendment and restatement of the 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 21st day of September, 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 Amended and Restated Articles and Plan of Merger to be executed on their behalf by their respective Presidents, adopted this 21st day of September, 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.
DIVISION, INC.**

By: Robin P. Wilson
Robin P. Wilson, President

PRITCHETT TRUCKING SOUTHERN

By: Marvin H. Pritchett
Marvin H. Pritchett, President

BULLDOG TRUCK LINES, INC.

By: Marvin H. Pritchett
Marvin H. Pritchett, President

PRITCHETT TRUCKING, INC.

By: Marvin H. Pritchett
Marvin H. Pritchett, President

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