

F59885

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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@ 12/18/03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

REC'D DEC 15 2003

December 10, 2003

OSSINSKY & CATHCART, P.A.
210 N. WYMORE ROAD
WINTER PARK, FL 32789

SUBJECT: TEMCO ENTERPRISES, INC.
Ref. Number: F59885

We have received your document for TEMCO ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 203A00066376

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OSSINSKY & CATHCART

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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210 N. WYMORE ROAD
WINTER PARK, FLORIDA 32789
TELEPHONE (407) 629-2484
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December 15, 2003

Attn: Irene Albritton, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

Re: TEMCO ENTERPRISES, INC./Merger
O&C File No. 1807.004

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CLERK OF STATE
TALLAHASSEE, FLORIDA

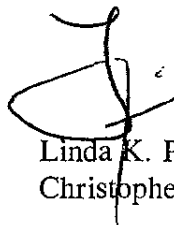
Dear Ms. Albritton:

Per your letter dated December 10, 2003 received by this office this date, I re-enclose the Articles of Merger of Temco of Conway, Inc. and Temco Enterprises, Inc. with the original Agreement and Plan of Merger Between Temco of Conway, Inc. and Temco Enterprises, Inc. attached thereto.

A copy of your correspondence is also attached as requested. Further, it is acknowledged you have retained the \$78.75 for the filing fee(s) and for the certified copy requested. An envelope is provided for your convenience for the purpose of sending the certified copy.

Thank you for your time and immediate attention in this matter.

Sincerely,



Linda K. Patel, Legal Assistant to
Christopher C. Cathcart

lkp
Enclosure(s)

ARTICLES OF MERGER
OF
TEMCO OF CONWAY, INC.
(a Florida corporation)

AND

TEMCO ENTERPRISES, INC.
(a Florida corporation)

FILED
03 DEC 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide as follows:

1. TEMCO OF CONWAY, INC. ("CONWAY"), a Florida corporation, shall be merged with and into TEMCO ENTERPRISES, INC. ("TEMCO"), a Florida corporation, which shall be the surviving corporation.
2. The merger shall become effective as of December 1, 2003 (the "Effective Time").
3. The Agreement and Plan of Merger dated December 1, 2003, pursuant to which CONWAY shall be merged with and into TEMCO (the "Merger"), was unanimously adopted by the shareholders of CONWAY by resolutions adopted on December 1, 2003, and by the shareholders of TEMCO by resolutions adopted on December 1, 2003.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of CONWAY and TEMCO BY THEIR AUTHORIZED OFFICERS AS OF December 1, 2003.

TEMCO OF CONWAY, INC.

By: Thomas E. Moore
Thomas E. Moore, President

By: Bonnie J. Moore
Bonnie J. Moore, Secretary

TEMCO ENTERPRISES, INC.

By: Thomas E. Moore
Thomas E. Moore, President

By: Bonnie J. Moore
Bonnie J. Moore, Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of December, 2003, by Thomas E. Moore, as President of TEMCO OF CONWAY, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL DL as identification and did take an oath.

NOTARY PUBLIC

JENNIFER SARTINI
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD228933
EXPIRES 7/2/2007
BONDED THRU 1-888-NOTARY1

Jennifer Sartini
Print Name: JENNIFER SARTINI
My commission expires:
My commission # _____

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of December, 2003, by Thomas E. Moore, as President of TEMCO ENTERPRISES, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL DL as identification and did take an oath.

NOTARY PUBLIC

JENNIFER SARTINI
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD228933
EXPIRES 7/2/2007
BONDED THRU 1-888-NOTARY1

Jennifer Sartini
Print Name: JENNIFER SARTINI
My commission expires:
My commission # _____

AGREEMENT AND PLAN OF MERGER

BETWEEN

TEMCO OF CONWAY, INC.
(a Florida corporation)

AND

TEMCO ENTERPRISES, INC.
(a Florida corporation)

This Agreement and Plan of Merger dated December 1, 2003 between TEMCO OF CONWAY, INC., a Florida corporation ("CONWAY"), and TEMCO ENTERPRISES, INC. a Florida corporation ("TEMCO").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), CONWAY shall be merged with and into TEMCO (the "Merger"), the separate and corporate existence of CONWAY shall cease, and TEMCO (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. (TEMCO and CONWAY are collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective as of December 1, 2003 (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action of the part of the parties or otherwise:

(a) each issued and outstanding share of the the capital stock of CONWAY shall be cancelled without payment of any consideration and without any conversion; and

(b) each issued and outstanding share of capital stock of TEMCO shall remain issued and outstanding.

6. The articles of incorporation of TEMCO in effect immediately prior to the Effective Time shall continue without change and be the articles of incorporation of the Surviving Corporation.

7. This document may executed in one or more counterparts, a complete oset of which shall constitute on original.

TEMCO OF CONWAY, INC.

Attested by: Bonnie J. Moore
Bonnie J. Moore, Secretary

By: Thomas E. Moore
Thomas E. Moore, President

TEMCO ENTERPRISES, INC.

Attested by: Bonnie J. Moore
Bonnie J. Moore, Secretary

By: Thomas E. Moore
Thomas E. Moore, President