

F72845

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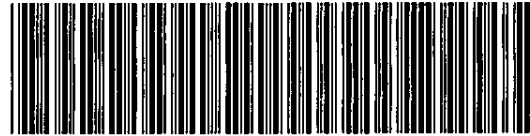
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Merger

FILED
12 JAN 12 AM 9:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

th 1-17-12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dickerson Florida, Inc.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

John F. Joyner

Contact Person

c/o The Dickerson Group, Inc.

Firm/Company

P.O. Box 5011

Address

Monroe, NC 28111

City/State and Zip Code

jjoyner@dickersoninc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Joyner

Name of Contact Person

At (704)

282-8302

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

ARTICLES OF MERGER
(Profit Corporations)

FILED

12 JAN 12 AM 3:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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)
Dickerson Florida, Inc.	Florida	F72845

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Dickerson Aggregates, Inc.	Florida	K68276
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
November 23, 2011 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
November 22, 2011 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Dickerson Florida, Inc.

John F. Joyner

John F. Joyner, Sole Director

Dickerson Aggregates, Inc.

John F. Joyner

John F. Joyner, Sole Director

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

The Dickerson Group, Inc.

North Carolina

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

Dickerson Florida, Inc.

Florida

Dickerson Aggregates, Inc.

Florida

Dickerson Realty Florida, Inc.

North Carolina

Dickerson Realty Corporation

North Carolina

South Atlantic Equipment

Florida

Dickerson Properties, LLC

North Carolina

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

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

Dickerson Florida, Inc. is accepting 100% of Dickerson Aggregates, Inc.'s stock as forgiveness of any outstanding debt.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

**CONSENT OF SOLE DIRECTOR
OF
DICKERSON FLORIDA, INC.
TO
ACTION WITHOUT MEETING**

The undersigned, being the sole director of Dickerson Florida, Inc., do hereby take the following action by written consent pursuant to Section 607.0704 of the Florida Business Corporation Act:

1. Chairman of the Board of Directors

RESOLVED, that John F. Joyner be and hereby is elected to serve as Chairman of the Board of Directors of the corporation.

2. Plan of Merger

WHEREAS, the sole shareholder has stated his objective to accept the assets of Dickerson Aggregates, Inc., as payment of a debt, and

WHEREAS, the sole shareholder has proposed a Plan of Merger to accomplish his objective to accept the assets of the corporation; now, therefore, be it

RESOLVED, that the Plan of Merger attached as Exhibit A in accordance with which the corporation will accept the merger of Dickerson Aggregates, Inc.,

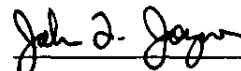
3. Special Meeting

RESOLVED, that a special meeting of Shareholders of Dickerson Florida, Inc., was held on Wednesday, November 23, 2011, at the principal office of the corporation, in Stuart, Florida at 9:00 a.m. local time, the following matters to be considered and acted upon by the shareholders of the corporation:

- A. Approve a Plan of Merger whereby the corporation shall accept the merger of Dickerson Aggregates, Inc.

FURTHER RESOLVED, that November 23, 2011 be and hereby is designated as the record date for the determination of shareholders at the Special Meeting.

Dated: November 23, 2011



John F. Joyner
Sole Director

**CONSENT OF SOLE DIRECTOR
OF
DICKERSON AGGREGATES, INC.
TO
ACTION WITHOUT MEETING**

The undersigned, being the sole director of Dickerson Aggregates, Inc., do hereby take the following action by written consent pursuant to Section 607.0704 of the Florida Business Corporation Act:

1. Chairman of the Board of Directors

RESOLVED, that John F. Joyner be and hereby is elected to serve as Chairman of the Board of Directors of the corporation.

2. Plan of Merger

WHEREAS, the sole shareholder has stated his objective to sell the assets of the corporation or to sell his stock; and

WHEREAS, the sole shareholder has proposed a Plan of Merger to accomplish his objective to sell the assets of the corporation or to sell his stock; now, therefore, be it

RESOLVED, that the Plan of Merger attached as Exhibit A in accordance with which the corporation will be merged into Dickerson Florida, Inc., and pursuant to which the shareholder of the corporation will receive \$1.00 per share for each share of preferred stock and \$0.01 per share of common stock is hereby approved.

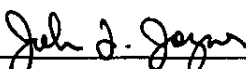
3. Special Meeting

RESOLVED, that a special meeting of Shareholders of Dickerson Aggregates, Inc., was held on Tuesday, November 22, 2011, at the principal office of the corporation, in Stuart, Florida at 9:00 a.m. local time, the following matters to be considered and acted upon by the shareholders of the corporation:

- A. Consider a Plan of Merger whereby the corporation shall be merged into Dickerson Florida, Inc.

FURTHER RESOLVED, that November 22, 2011 be and hereby is designated as the record date for the determination of shareholders at the Special Meeting.

Dated: November 22, 2011



John F. Joyner
Sole Director

ARTICLES AND PLAN OF MERGER

OF

**DICKERSON FLORIDA, INC.
(The Surviving Corporation)**

AND

DICKERSON AGGREGATES, INC.

THESE ARTICLES AND PLAN OF MERGER are entered into this ____ day of November, 2011, between **Dickerson Florida, Inc.**, a Florida corporation, (the Surviving Corporation) and **Dickerson Aggregates, Inc.**, a Florida corporation (the Merging Corporation). The Surviving Corporation and the Merging Corporation do hereby certify that such Articles and Plan of Merger were approved by the sole shareholder of Dickerson Florida, Inc., entitled to vote on November 23, 2011 and approved by the shareholders of Dickerson Aggregates, Inc., entitled to vote on November 22, 2011. The number of votes cast was sufficient for approval.

PLAN OF MERGER

A. CORPORATIONS PARTICIPATING IN MERGER.

Dickerson Aggregates, Inc., a Florida corporation (the Merging Corporation) will merge into Dickerson Florida, Inc., a Florida corporation, which will be the surviving corporation (the Surviving Corporation).

B. NAME OF SURVIVING CORPORATION.

After the effective date of the merger, the Surviving Corporation will have the name: Dickerson Florida, Inc.

C. MERGER.

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger becoming effective, the corporate existence of the Merging Corporation will cease, and the corporation existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the Effective Time.

D. CONVERSION AND EXCHANGE OF SHARES.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. **Surviving Corporation.** The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

2. **Merging Corporation.** Each outstanding share of the Merging Corporation will be exchanged:

(a) for each share of preferred stock of the Merging Corporation the holder shall receive \$1.00; and

(b) for each share of common stock of the Merging Corporation the holder shall receive \$0.01.

3. Surrender of Share Certificates. Each holder of a certificate representing shares to be exchanged in the merger will surrender such certificate and after the Effective Time will be entitled to receive in exchange therefor the product of money equal to the number of shares represented by the certificate and the price per share. Until so surrendered, each outstanding certificate that prior to the Effective Time represented shares of the Merging Corporation will be deemed for all purposes to evidence ownership of the consideration to be issued for such shares under this plan.

E. AMENDMENTS TO ARTICLES OF INCORPORATION.

The Articles of Incorporation of the Surviving Corporation are not amended by the Articles of Merger.

F. ABANDONMENT.

After approval of this Plan by the shareholders of the Merging Corporation and the Surviving Corporation, and at any time prior to the merger becoming effective, the board of directors of the Surviving Corporation may, in their discretion, abandon the merger.

II. The plan of merger was adopted by the shareholders of the surviving corporation in accordance with the unanimous consent of shareholders pursuant to Section 607.0704 of the Florida Business Corporation Act on November 23, 2011. The plan of merger was adopted by the shareholders of the merging corporation at a special meeting of shareholders at which a quorum was present by majority vote.

III. The merger will become effective upon filing.

This the 23rd day of November, 2011.

Surviving Corporation:
Dickerson Florida, Inc.

By: John F. Joyner
John F. Joyner, Sole Director

Merging Corporation:
Dickerson Aggregates, Inc.

By: John F. Joyner
John F. Joyner, Sole Director