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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dickerson Florida, Inc
Name of Surviving Corporation

SEP 25 AM 10:56

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

Please return all correspondence concerning this matter to following:

Stacey Koenke

Contact Person

Dickerson Realty Corp

Firm/Company

PO Box 5011

Address

Monroe, North Carolina 28111

City/State and Zip Code

skoenske@dickersoninc.com

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

For further information concerning this matter, please call:

Stacey Koenke

Name of Contact Person

At (704)

282-8329

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)

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, Inc	North Carolina	

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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 September 5, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 September 5, 2017.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ 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 2 John

John F. Joyner, Sole Director

Dickerson Inc

John J. Jeyaraj

John F. Joyner, Sole Director

ARTICLES AND PLAN OF MERGER

OF

DICKERSON FLORIDA, INC.
(The Surviving Corporation)

AND

DICKERSON, INC.

RECORDED
17 SEP 25 AM 10:52

THESE ARTICLES AND PLAN OF MERGER are entered this 5 day of September, 2017, between **Dickerson Florida, Inc.**, a Florida corporation, (the Surviving Corporation) and **Dickerson, Inc.**, a North Carolina corporation, and also registered as a Foreign Profit Corporation in the State of Florida and further cross referenced in the State of Florida as Dickerson Paving (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 September 5, 2017 and approved by the sole shareholder of Dickerson, Inc., entitled to vote on September 5, 2017. The number of votes cast was sufficient for approval.

PLAN OF MERGER

A. CORPORATIONS PARTICIPATING IN MERGER.

Dickerson, Inc., a North Carolina 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 shareholder 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 shareholder 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 shareholder 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 5 day of September, 2017.

Surviving Corporation:
Dickerson Florida, Inc.

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

Merging Corporation:
Dickerson, Inc.

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

PLAN OF MERGER

(Non Subsidiaries)

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:

Name

Jurisdiction

Dickerson Florida, Inc

Florida

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

Name

Jurisdiction

Dickerson, Inc

North Carolina, also a Foreign Profit Corporation in t

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

Dickerson Florida, Inc. is accepting 100% of Dickerson, Inc.'s stock as well as it's assets and liabilities.

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

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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 Realty Florida, Inc.

North Carolina

Dickerson Realty Corp

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:

(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: