

G62915

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DIVISION OF CORPORATIONS
11 JUN 27 PM 3:11

Merger
C.COULLIETTE

JUN 29 2011

EXAMINER

LAW OFFICE OF
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June 23, 2011

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: The Palmer Companies, Inc., a Florida Corporation

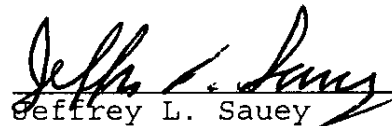
Dear Sir:

Enclosed for filing please find the following:

1. Articles of Merger with attached Plan of Merger.

Please return to me a conformed copy once the Articles of Merger have been filed. I have enclosed a check in the amount of \$70.00 for filing. Thank you for your assistance in this matter and should you have any questions, please feel free to contact me.

Sincerely yours,


Jeffrey L. Sauey

JLS:llg
Enclosures stated

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST - SURVIVING CORPORATION

The name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Document Number</u>
THE PALMER COMPANIES, INC., a Florida Corporation	G62915

SECOND - MERGING CORPORATION

The name and jurisdiction of the merging corporation is as follows:

<u>Name</u>	<u>Charter Number</u>
W.M. PALMER COMPANY, a Florida Corporation	376618

THIRD - PLAN OF MERGER

The Plan of Merger is attached to these Articles of Merger.

FOURTH - EFFECTIVE DATE

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH - SHAREHOLDER APPROVAL (Surviving Corporation)

The Plan of Merger was adopted by the shareholders of the surviving corporation on January 1, 2011.

SIXTH - SHAREHOLDER APPROVAL (Merging Corporation)

The Plan of Merger was adopted by the sole shareholder of the merging corporation on January 1, 2011.

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SEVENTH - SIGNATURES FOR EACH CORPORATION

THE PALMER COMPANIES, INC.,
a Florida Corporation

By: 
WHITFIELD M. PALMER, JR., President

W.M. PALMER COMPANY,
a Florida Corporation

By: 
WHITFIELD M. PALMER, JR., President

PLAN OF MERGER OF
W.M. PALMER COMPANY
INTO THE PALMER COMPANIES, INC.

WHEREAS, The Palmer Companies, Inc., a Florida corporation, desires to merge its wholly owned subsidiary, W.M. Palmer Company, a Florida corporation, with The Palmer Companies, Inc. surviving;

WHEREAS, W.M. Palmer Company, a Florida corporation, desires to merge with The Palmer Companies, Inc., a Florida corporation, with The Palmer Companies, Inc. surviving.

NOW, THEREFORE, the Directors and the Shareholders of The Palmer Companies, Inc., a Florida corporation, and the Directors and the sole Shareholder of W.M. Palmer Company, a Florida corporation, do hereby agree to the following Plan of Merger:

1. The Palmer Companies, Inc., a Florida corporation, owns One Hundred Percent (100%) of the stock of W.M. Palmer Company, a Florida corporation, and desires to merge its wholly owned subsidiary into itself pursuant to Florida Statutes Section 607.1104.

2. As The Palmer Companies, Inc. is the sole shareholder of W.M. Palmer Company, no relative valuations need to be prepared for the corporations. Further, no share exchange is necessary, as The Palmer Companies, Inc. will just cancel all of the stock it owns in W.M. Palmer Company following the merger.

3. As The Palmer Companies, Inc. is the sole shareholder of W.M. Palmer Company, and it has approved the above referenced merger, there are no other shareholders who would have a right to dissent to the merger, nor is there any other shareholder entitled to notice of the Plan of Merger, the sole shareholder hereby waiving any and all mailing requirements.

4. The Palmer Companies, Inc., a Florida corporation, will be the surviving corporation following the merger, and W.M. Palmer Company, a Florida corporation, will cease to exist following the merger.

5. The Board of Directors of both corporations shall approve the Plan of Merger and all of the shareholders of both corporations must agree to the terms of this Plan of Merger, before such transaction will be consummated.