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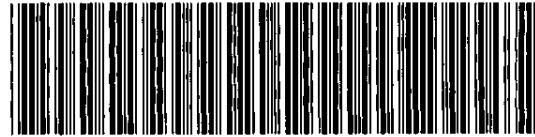
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Larahan Lumber Company, 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:

Wynelle D. Burrell  
Contact Person

Larahan Lumber Company, Inc.  
Firm/Company

2014 E. Adams St  
Address

Jacksonville, Florida 32202  
City/State and Zip Code

Wburrell@MILANAHANLumber.Com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Wynelle Burrell At ( 770 ) 531-2498  
Name of Contact Person 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**

**THESE ARTICLES OF MERGER** are submitted to merge the following Florida profit corporations in accordance with Florida Statutes §607.1101.

1.0 **Parties.** The exact name, entity type, and jurisdiction for each merging party are as follows:

<b><u>Name</u></b>	<b><u>Jurisdiction</u></b>	<b><u>Entity Type</u></b>
Michael J. Lanahan Lumber Co., Inc. (hereinafter referred to as "MJLLC")	Florida	Corporation
Lanahan Lumber Co., Inc. (hereinafter referred to as "LLC")	Florida	Corporation

2.0 **Surviving Entity.** The surviving entity shall be Lanahan Lumber Co., Inc., a Florida Corporation (hereinafter referred to as "LLC").

3.0 **Approval.** The attached Plan and Agreement of Merger was approved by MJLLC and LLC in accordance with the applicable provisions of Chapter 607 of the Florida Statutes. These Articles of Merger were unanimously approved by the directors and shareholders of MJLLC and LLC the same day and immediately prior to the execution of these Articles and they Plan and Agreement of Merger.

4.0 **Effective Date.** For federal income tax purposes and for state law purposes the Merger shall be effective upon filing the Articles of Merger.

5.0 **Articles of Incorporation.** The Articles of Incorporation of LLC shall be the Articles of Incorporation of the surviving entity following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof. Such Articles of Incorporation shall constitute the Articles of Incorporation of LLC separate and apart from these Articles of Merger and may be separately certified as the Articles of Incorporation of LLC.

6.0 **Further Assurance of Title.** If at any time LLC shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to LLC any right, title, or interest of MJLLC held immediately prior to the Effective Date, the former directors, officers and

shareholders of MJLLC shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in LLC as shall be necessary to carry out the purposes of these Articles of Merger, and MJLLC hereby authorizes LLC and its Officers, as directed by its Board of Directors, to take any and all such action in the name of LLC or otherwise. LLC shall pay all costs and expenses incurred with regard to such matters.

7.0 Exchange of Existing Interests. As of the Effective Date and immediately prior to the merger, MJLLC has One Hundred (100) issued and outstanding shares of stock of a single class. MJLLC does not have any other issued and outstanding stock of any class or kind. Upon the Effective Date, all of the issued and outstanding shares of stock of MJLLC shall be retired and canceled and one (1) fully paid and non-assessable share of the outstanding common stock of LLC shall be issued to each stockholder of MJLLC in exchange for each share of common stock of MJLLC owned by the stockholder.

8.0 Conversion of Outstanding Interests. Upon the Effective Date of the merger, each of the issued and shares of stock of MJLLC and all rights in respect thereof shall be converted into one fully paid and non-assessable share of the outstanding common stock of LLC as provided above, with all rights and interests provided therein. Each certificate, statement or other instrument nominally representing ownership of shares of stock of MJLLC shall for all purposes be deemed to evidence the ownership of one share of LLC. The holders of such certificates, statements or other instruments shall not be required immediately to surrender the same in exchange for shares of LLC but, as certificates, statements or other instruments nominally representing shares of MJLLC, LLC will cause to be issued therefor certificates for the appropriate number of shares of the outstanding common stock of LLC.

9.0 Book Entries and Taxes. MJLLC and LLC will treat the merger of MJLLC into LLC as a tax free statutory merger as provided in §368(a)(1)(A). The Employer Identification Number (EIN) of LLC shall be the EIN of the surviving entity. As of the Effective Date, for federal income tax purposes, the assets and liabilities of MJLLC shall be recorded on the books of LLC at the amounts which they were carried on the books of MJLLC, immediately prior to the Effective Date.

10.0 Directors. The directors of LLC following the Effective Date shall be as follows:

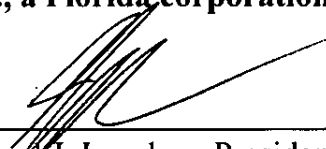
Michael J. Lanahan  
2014 E. Adams Street  
Jacksonville, FL 32202

11.0 Amendment. These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.

**EXECUTION**

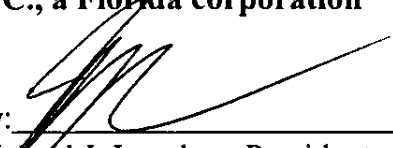
On this 9<sup>th</sup> day of December 2010, Michael J. Lanahan Lumber Co., Inc., a Florida corporation, has caused these Articles of Merger to be executed by its President, Michael J. Lanahan, who hereby declares under penalties of perjury that the facts stated herein are true and correct.

**MICHAEL J. LANAHAN LUMBER CO.,  
INC., a Florida corporation**

By:   
Michael J. Lanahan, President

On this 9<sup>th</sup> day of ~~October~~ December, 2010, Michael J. Lanahan Lumber Co., Inc., a Florida corporation, has caused these Articles of Merger to be executed by its President, Michael J. Lanahan, who hereby declares under penalties of perjury that the facts stated herein are true and correct.

**MICHAEL J. LANAHAN LUMBER CO.,  
INC., a Florida corporation**

By:   
Michael J. Lanahan, President

**UNANIMOUS CONSENT OF  
THE BOARD OF DIRECTORS OF  
MICHAEL J. LANAHAN LUMBER CO., INC.**


The undersigned, being the Director of MICHAEL J. LANAHAN LUMBER CO., INC., a Florida corporation, hereby consent to the adoption and approval of the following:

The Board of Directors hereby unanimously approves of the merger of Michael J. Lanahan Lumber Co., Inc. into Lanahan Lumber Co., Inc., the surviving company.

This resolution is approved by Michael J. Lanahan, as the sole Shareholder of Michael J. Lanahan Lumber Co., Inc.

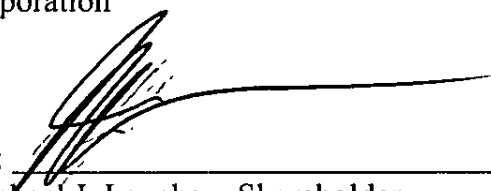
Dated this 9<sup>th</sup> day of December, 2010.

Michael J. Lanahan Lumber Co., Inc., a Florida corporation

By:   
Michael J. Lanahan, Director

The above referenced resolution of the Board of Directors is unanimously approved by Michael J. Lanahan, as the sole Shareholder of Michael J. Lanahan Lumber Co., Inc.

Michael J. Lanahan Lumber Co., Inc., a Florida corporation

By:   
Michael J. Lanahan, Shareholder



**UNANIMOUS CONSENT OF  
THE BOARD OF DIRECTORS OF  
LANAHAN LUMBER CO., INC.**

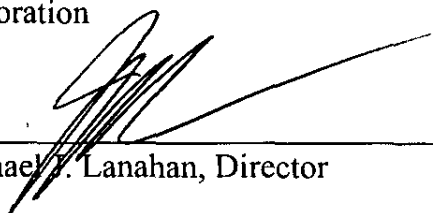
The undersigned, being the Director of LANAHAN LUMBER CO., INC., a Florida corporation, hereby consent to the adoption and approval of the following:

The Board of Directors hereby unanimously approves of the merger of Michael J. Lanahan Lumber Co., Inc. into Lanahan Lumber Co., Inc., the surviving company.

This resolution is approved by Michael J. Lanahan, as the sole Shareholder of Lanahan Lumber Co., Inc.

Dated this 9<sup>th</sup> day of December, 2010.

Lanahan Lumber Co., Inc., a Florida  
corporation

By:   
Michael J. Lanahan, Director

The above referenced resolution of the Board of Directors is unanimously approved by Michael J. Lanahan, as the sole Shareholder of Lanahan Lumber Co., Inc.

Lanahan Lumber Co., Inc., a Florida  
corporation

By:   
Michael J. Lanahan, Shareholder