

H44461

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(Address)

(City/State/Zip/Phone #)

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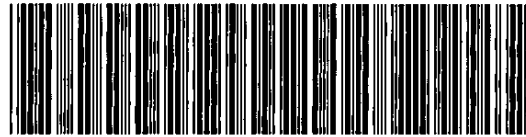
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Merger

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Kevin Pearce & Co., 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:

Kevin Pearce

(Contact Person)

Kevin Pearce & Co., Inc.

(Firm/Company)

616 Goodsprings Rd

(Address)

Brentwood, TN 37027

(City/State and Zip Code)

For further information concerning this matter, please call:

Kevin Pearce

(Name of Contact Person)

At (615) 376-6307 ext 2(203)

(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 Corporations Act pursuant to section 607.1105, Florida Statutes.

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TALLAHASSEE FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Kevin Pearce & Co., Inc.	Polk County, FL	H44461

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Chelsea Transport Inc.	Polk County, FL	P93000072869
Matthew Transport Inc.	Polk County, FL	P95000064208
Andrew Transport, Inc.	Polk County, FL	P95000064205
_____	_____	_____
_____	_____	_____

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 08 / 01 / 06 (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 07/20/06.

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 07/20/06.

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

Kevin Pearce & Co., Inc.



Kevin Pearce, President

Chelsea Transport Inc.



Kevin Pearce, President

Matthew Transport Inc.



Kevin Pearce, President

Andrew Transport, Inc.



Kevin Pearce, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Kevin Pearce & Co., Inc.

Polk County, FL

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

Name

Jurisdiction

Chelsea Transport Inc.

Polk County, FL

Matthew Transport Inc.

Polk County, FL

Andrew Transport, Inc.

Polk County, FL

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

The shareholders, Kevin Pearce (50% shareholder) and Susan Pearce (50% shareholder) of Kevin Pearce & Co., Inc., Chelsea Transport Inc., Matthew Transport Inc., and Andrew Transport Inc. agree to merge Chelsea Transport Inc., Matthew Transport Inc., and Andrew Transport Inc. into the surviving corporation known as Kevin Pearce & Co., Inc. Kevin and Susan Pearce will remain share holders in the surviving corporation with both owning 50% stock.

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)

Fourth (cont):

Kevin and Susan Pearce, currently owning 50% of stock each corporation, will remain 50% each shareholders in the surviving corporation.