

H69313

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

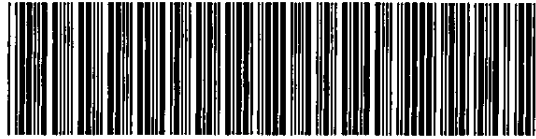
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
07 MAR 23 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*  
*DOB*  
*3/28*

# Putnam & Creighton, P.A.

Attorneys at Law

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<sup>1</sup>Board Certified Elder Law Attorney

March 19, 2007

Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

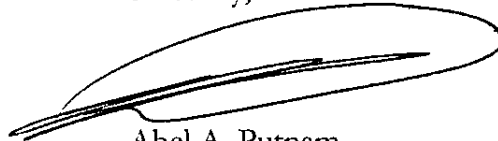
Re: *KJ Grieger, Inc.*

Dear Sir/Madam:

Enclosed herewith regarding the above-referenced corporation are Articles of Merger and a check in the amount of \$78.75 for the filing of said Articles. Please return a certified copy of the Articles of Merge to the above address.

Thank you for your assistance in this matter, and please call if you have questions or need additional information.

Sincerely,



Abel A. Putnam

AAP/ly

Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** John E. Grieger, 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:

Abel A. Putnam  
(Contact Person)

Putnam & Creighton, P.A.  
(Firm/Company)

P.O. Box 3545  
(Address)

Lakeland, Florida 33802-3545  
(City/State and Zip Code)

For further information concerning this matter, please call:

Abel A. Putnam At ( 863 ) 682-1178  
(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**  
(Profit Corporations)

FILED  
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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)
John E. Grieger, Inc.	Polk County, FL	H69313

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
KJ Grieger, Inc.	Polk County, FL	S92342
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 01/01/03.

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 01/01/03.

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)*



## ARTICLES OF MERGER

### ARTICLE I: MERGING CORPORATIONS

Name and Street Address	Jurisdiction	Entity Type
1 JOHN E. GRIEGER, INC. 1825 N. Crystal Lake Drive Lakeland, Florida 33803	Polk County, Florida	Corporation
Florida Document/Registration Number: H69313		
2. KJ GRIEGER, INC. 1825 N. Crystal Lake Drive Lakeland, Florida 33803	Polk County, Florida	Corporation
Florida Document/Registration Number: S92342		

### ARTICLE II - SURVIVING CORPORATION

Name and Street Address	Jurisdiction	Entity Type
JOHN E. GRIEGER, INC. 1825 N. Crystal Lake Drive Lakeland, Florida 33803	Polk County, Florida	Corporation
Florida Document/Registration Number: H69313		FEI Number: 59-2568898

### ARTICLE III - PLAN OF MERGER

The attached Plan of Merger meets the requirements of Section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

### ARTICLE IV - CONSENT

If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Section(s) 607.1108(5), 608.438(2), and/or 620.202(2), Florida Statutes

**ARTICLE IV - ALLOWED BY LAW**

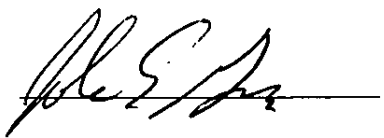
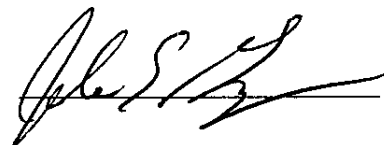
The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**ARTICLE V - EFFECTIVE DATE**

The merger shall become effective as of: January 1, 2003

The date the Articles of Merger are filed with the Florida Department of State.

**ARTICLE VI - SIGNATURE(S) FOR EACH PARTY**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
JOHN E. GRIEGER, INC.		<u>JOHN E. GRIEGER</u>
KJ GRIEGER, INC, INC.		<u>JOHN E. GRIEGER</u>

## PLAN OF MERGER

Plan of Merger, which was adopted and approved by each party to the merger, JOHN E. GRIEGER, INC., a Florida corporation, (the "Surviving corp.") and KJ GRIEGER, INC., a Florida corporation, (The "Absorbed Corp."), (collectively the "Constituent Corporations").

WHEREAS, JOHN E. GRIEGER, INC., has a capitalization of Seven Hundred Fifty (750) authorized shares of Ten Dollar(\$10.00) common stock, of which One Hundred (100) shares are issued and outstanding.

WHEREAS, KJ GRIEGER, INC., has a capitalization of One Hundred (100) authorized shares of (\$50.00) common stock, of which One Hundred (100) shares are issued and outstanding.

WHEREAS, The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that KJ GRIEGER, INC. be merged into JOHN E. GRIEGER, INC. Pursuant to the provisions of Sections 607.1101 et seq. Of the Florida Business CORPORATION Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** KJ GRIEGER, INC. shall merge with and into JOHN E. GRIEGER, INC., which shall be the surviving corporation.
2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.
3. **Conversion of Shares.** The manner and basis of converting shares of the absorbed corporation into shares, [rights, obligations, and other securities] of the surviving corporation is as follows:
  - (a) Each share of the \$50.00 common stock of KJ GRIEGER, INC. issued and outstanding on the effective date of the merger shall be converted into one share of the \$10.00 common stock of JOHN E. GRIEGER, INC. which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In Lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise



be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for share of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.
5. **Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.
6. **Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.
7. **Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before January 1, 2003, or at such other time as to which the boards of directors of the constituent corporations may agree.

8. **Effective Date of Merger.** The effective date of this merger shall be January 1, 2003.
9. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

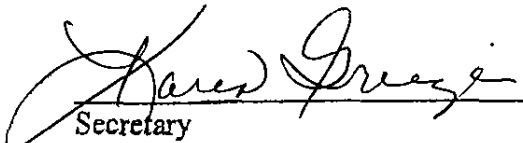
JOHN E. GRIEGER, INC.

[Corporate Seal]

By

  
\_\_\_\_\_  
President

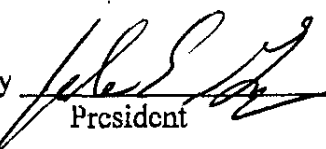
Attest:

  
\_\_\_\_\_  
Secretary

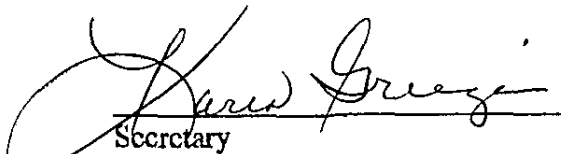
KJ GRIEGER, INC.

[Corporate Seal]

By

  
\_\_\_\_\_  
President

Attest:

  
\_\_\_\_\_  
Secretary