

H70598

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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(((H110000115863)))



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RE-SUBMIT

Please retain original filing
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**Enter the email address for this business entity to receive annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
Midland Holdings Company

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$105.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JAN 13 PM 3:09

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Help

C.COULLIETTE

JAN 25 2011



January 14, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GREER TRUCKING COMPANY, INC.
3800 N. RODNEY PARHAM ROAD
#301
LITTLE ROCK, AR 72212

SUBJECT: GREER TRUCKING COMPANY, INC.
REF: H70598

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You will need to complete your application. You have'nt shown the date of approval on #6th and you have not included the Plan of merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

FAX Aud. #: H11000011586
Letter Number: 111A00001268

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



January 24, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GREER TRUCKING COMPANY, INC.
3800 N. RODNEY PARHAM ROAD
#301
LITTLE ROCK, AR 72212

SUBJECT: GREER TRUCKING COMPANY, INC.
REF: H70598

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You will need to complete your application. You have't shown the date of approval on #6th and you have not included the Plan of merger. You have resubmitted the application with out sending the Plan with it, this cannot be filed like this in our office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

FAX Aud. #: H11000011586
Letter Number: 111A00001268

RECEIVED
11 JAN 25 8:00
TALLAHASSEE, FLORIDA

RECEIVED
11 JAN 25 AM 8:00
TALLAHASSEE, FLORIDA

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)
Midland Holding Company	North Carolina	Not applicable

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Greer Trucking Company, Inc.	Florida	H70598
Ronald E. and Jeanette K. Hill, Inc.	North Carolina	Not applicable

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. Please see attached Plan of Merger.

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
January 13, 2011 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
January 13, 2011 and shareholder approval was not required.

(Attach additional sheets if necessary)

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DIVISION OF CORPORATIONS
17 JAN 13 PM 3:09

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Midland Holding Company

McClain

Richard C. Clair, President

Greer Trucking Company, Inc.

[Handwritten signature]

Richard C. Clair, President

Ronald E. and Jeanette K. Hill, Inc.

W.C. Davis

Richard C. Clair, President

PLAN OF MERGER

This Plan of Merger has been duly adopted and approved by the board of directors of Midland Holding Company a North Carolina corporation by Written Consent dated as of January 13, 2011.

Midland Holding Company a business corporation existing under the laws of the State of North Carolina, is the parent corporation and the owner of all of the outstanding shares of the corporations listed below (collectively, the "Subsidiary Corporations"), each of which is a business corporation organized under the jurisdiction indicated next to each corporation's name

<u>Name of Subsidiary</u>	<u>Jurisdiction</u>	<u>Percentage Held by Midland Holding Co., Inc.</u>
Greer Trucking Company, Inc.	Florida	100%
Ronald E. and Jeanette K. Hill, Inc.	North Carolina	100%

Section 1. The Merger. Midland Holding Company (together with the Subsidiary Corporations, the "Constituent Corporations"), shall merge each of the Subsidiary Corporations into itself (the "Merger") pursuant to the provisions of the North Carolina Business Corporation Act and the provisions of the laws of the jurisdictions of organization of the Subsidiary Corporations.

Section 2. Effective Time and Date. The effective time and date of the Merger contemplated by this Plan of Merger shall be upon the last to occur of the following: (1) the effective date of Articles of Merger filed with the North Carolina Secretary of State and (2) the file date of Articles of Merger with the Florida Secretary of State (the "Effective Time and Date").

Section 3. Effect of Merger. The existence of each Subsidiary Corporation shall cease at the Effective Time and Date pursuant to the provisions of the laws of their respective jurisdictions of organization and pursuant to the provisions of the North Carolina Business Corporation Act, and Midland Delivery Service, Inc. shall continue its existence as the surviving corporation of the Merger pursuant to the provisions of the North Carolina Business Corporation Act.

Section 4. Conversion of Stock. The issued and outstanding shares of capital stock of the Subsidiary Corporations, by virtue of the Merger and without any action on the part of any of the Constituent Corporations, shall not be converted or exchanged in any manner, but each said share of capital stock which is issued and outstanding immediately prior to the Effective Time and Date shall be surrendered and cancelled as of the Effective Time and Date.

Section 5. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Midland Holding Company as in effect immediately prior to the Effective Time and Date shall be the Articles of Incorporation and Bylaws of the Surviving Corporation as of immediately after the Effective Time and Date.

Section 6. Directors and Officers. The directors and officers of Midland Holding Company in office as of immediately prior to the Effective Time and Date shall be the directors and officers of the Surviving Corporation as of immediately after the Effective Time and Date.

Section 7. Property and Liabilities. From and after the Effective Time and Date, (1) the title to all real estate and other property owned by each Subsidiary Corporation party to the Merger is vested in the Surviving Corporation without reversion or impairment, (2) the Surviving Corporation has all liabilities of each Subsidiary Corporation party to the Merger and (3) a proceeding pending against any Subsidiary Corporation party to the Merger may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Subsidiary Corporation whose existence ceased.

Section 8. Approval: The Plan herein made and approved shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of each of the Subsidiary Corporations.