

H 76159

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

☐

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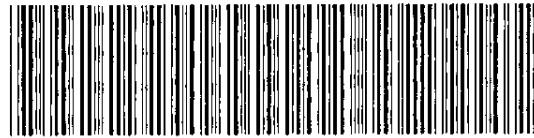
(Business Entity Name)

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12/29/10--01020--008 **78.75

EFFECTIVE DATE
01-01-11

RECEIVED
10 DEC 29 AM 11:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
10 DEC 29 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
C.COULLIETTE

DEC 29 2010

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

TOP NOTCH LANDSCAPING & DESIGN,
INC.

Signature _____

Requested by: SETH

12/29/10 11:00

Name

Date

Time

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ ✓ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ✓ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Top Notch Landscaping & Design, 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:

Arthur B. D'Almeida, Esquire

Contact Person

Arthur B. D'Almeida, P.A.

Firm/Company

105 E. Palmetto Park Road

Address

Boca Raton, FL 33432

City/State and Zip Code

topnotchtrees@aol.com and pahickey@att.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Arthur B. D'Almeida, P.A.

Name of Contact Person

At (561)

368-4674

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 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)
Top Notch Landscaping & Design, <u>INC.</u>	Florida	H76159

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>EFFECTIVE DATE</u>	<u>Document Number</u> (If known/ applicable)
Top Notch Tree Farm, Inc.	Florida	<u>01-01-11</u>	P97000038549

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 01 / 01 / 2011 (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 12/20/2010.

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 12/20/2010.

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Top Notch Landscaping &

Design, Inc.

Top Notch Tree Farm, Inc.

John Ross, President

John Ross, President

PLAN OF MERGER

(Non Subsidiaries)

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

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Top Notch Landscaping and Design, Inc.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Top Notch Tree Farm Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

On the effective date of the merger, January 1, 2011, the separate existence of Top Notch Tree Farm, Inc. ("Merged Entity") shall cease and all rights, title and interest in and to all property, real and personal, tangible and intangible, of the Merged Entity shall vest in Top Notch Landscaping & Design, Inc. ("Surviving Entity") without necessity of any separate transfer; and the Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Merged Entity, and neither the rights of creditors nor any liens upon the property of the Merged Entity shall be impaired by the merger

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:

Each share of issued and outstanding stock, all common, in the Merged Entity on the effective date of the merger shall be converted into a share of issued and outstanding stock in the Surviving Entity, and

(Attach additional sheets if necessary)

the shareholders of the Surviving Entity authorize an amendment to the Articles of Incorporation of the Surviving Entity , if required, to increase the authorized shares of the Surviving Entity in order to effectuate the merger.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

None.

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topnotchtrees@aol.com and pahickey@att.net

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