

J62176

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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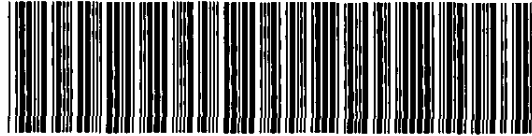
(Business Entity Name)

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DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/31/08

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TALLAHASSEE, FLORIDA

B. KOHR

DEC 19 2008

EXAMINER

# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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December 18, 2008

FILED  
08 DEC 18 PM 1:25  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Secretary of State  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

EFFECTIVE DATE 12/31/08

VIA HAND DELIVERY

Re: **Sandco, Inc.**

Dear Madam/Sir:

The enclosed Articles of Merger and fees are submitted to merge a Florida profit corporation (subsidiary) into the parent Florida profit corporation. Enclosed is our check in the amount of:

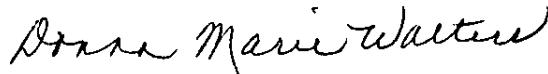
☐ \$70.00  
Filing Fees

☒ \$78.75  
Filing Fees &  
Certified Copy

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me or Bob Pierce if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters, FRP  
Florida Registered Paralegal

/dmw

Enclosures

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016301.81428

**ARTICLES OF MERGER**

EFFECTIVE DATE 12/31/08

Pursuant to Section 607.1104, Florida Statutes, **SANDCO INC.**, a Florida corporation (**Sandco**), and **TALLAHASSEE CONTRACTORS, INC.**, a Florida corporation (**TC Inc**), adopt the following Articles of Merger for the purposes of merging **TC Inc**, a subsidiary, into **Sandco**, the parent corporation, the latter of which is to survive the merger.

1. The exact name and jurisdiction of the merging entity are:

<u>Name</u>	<u>Jurisdiction</u>
Tallahassee Contractors, Inc.	Florida

2. The exact name and jurisdiction of the surviving entity are:

<u>Name</u>	<u>Jurisdiction</u>
Sandco Inc.	Florida

3. The attached Plan of Merger was approved by each of the entities that is a party to the merger in accordance with Section 607.1104, Florida Statutes.

4. The merger shall become effective on December 31, 2008.

5. The Plan of Merger was adopted by the Board of Directors of the parent corporation on December 10, 2008; and shareholder approval was not required.

6. The Plan of Merger was adopted by the Board of Directors of the subsidiary on December 10, 2008.

7. The Articles of Merger comply with and were executed in accordance with the laws of Florida.

**SANDCO INC**

By: Behzad Ghazvini

Behzad Ghazvini  
President

**TALLAHASSEE CONTRACTORS, INC.**

By: Behzad Ghazvini

Behzad Ghazvini  
President

Sandco Inc./Tallahassee Contractors, Inc.  
ARTICLES OF MERGER

**PLAN OF MERGER**  
(Subsidiaries)

The following PLAN OF MERGER (**Plan of Merger**), by and between **Sandco Inc.**, a Florida corporation (**Parent**), and **Tallahassee Contractors, Inc.**, a Florida corporation (**Subsidiary**), was adopted and approved by each party to the merger in accordance with the Section 607.1104, Florida Statutes, and is being submitted in accordance with Section 607.1105, F.S.

1. The name and jurisdiction of the Parent corporation owning at least eighty percent (80%) of the outstanding shares of each class of the Subsidiary corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Sandco Inc.	Florida

2. The name and jurisdiction of the Subsidiary corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Tallahassee Contractors, Inc.	Florida

3. Upon the Effective Date, the shares of common stock of the Parent corporation and of the Subsidiary shall be cancelled; and upon surrender of any certificates, new shares of the Parent shall be issued to the shareholders based upon the relative value of the shares that each shareholder held in the entities immediately prior to the Effective Date.

4. The Merger shall become effective on December 31, 2008 (the **Effective Date**).

5. The Articles of Incorporation of the Parent corporation shall continue to be its Articles of Incorporation following the Effective Date.

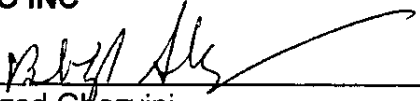
6. The Bylaws of the Parent corporation shall continue to be its Bylaws following the Effective Date.

7. The directors and officers of the Parent corporation on the Effective Date shall continue as directors and officers of the Parent corporation for the full unexpired terms of their offices and until their successors have been elected or appointed.

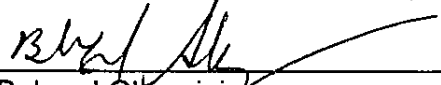
8. The shareholders of the Subsidiary who would be entitled to vote on the merger, except for the applicability of Section 607.1104, F.S., and who dissent from the merger pursuant to Section 607.1321, F.S., may be entitled, if they comply with the appraisal rights provisions of the Florida Business Corporation Act, to be paid the fair value of their shares.

9. This Agreement and the transactions contemplated herein may be terminated at any time prior to the Effective Date of the merger.

**SANDCO INC**

By:   
Behzad Ghazvini  
President

**TALLAHASSEE CONTRACTORS, INC.**

By:   
Behzad Ghazvini  
President