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2008 SEP 22 PM 12:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Effective date  
9-30-08

Merger  
Tkwis  
9-26-08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** SUWANNEE CORPORATION  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Carol McKinney West  
(Contact Person)

Suwannee Corporation  
(Firm/Company)

P.O. Box 790  
(Address)

Cross City, FL 32628  
(City/State and Zip Code)

For further information concerning this matter, please call:

Carol McKinney West  
(Name of Contact Person)

At ( 352 ) 498-5572  
(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:

**Name**

SUWANNEE CORPORATION

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

**Name**

CARLTON & MCKINNEY, INC.

**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** 09 / 30 / 08 (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 August 28 2008.

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 August 16 2008.

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)*

Typed or Printed Name of Individual & Title

Carlton & McKinney, Inc.

Cal 22: Keweenaw, West

Carol McKinney West- D-President

Carlton & McKinney, Inc.

F. Morris McXim

F. Norris McKinney- Sec-Treas

Carlton & McKinney, Inc.

• Candy King Cake

Candy McKinney-Coates- D-Vice President

SUWANNEE CORPORATION

Calvin Klein West

Carol McKinney West- D-President

SUWANNEE CORPORATION

F. W. Jones McXim

F. Norris McKinney    Sec-Treas

SUWANNEE CORPORATION

Candice M. Kinney Conner

Candy McKinney-Coates D-Vice-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:

**Name**

**Jurisdiction**

SUWANNEE CORPORATION

State of Florida

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

**Name**

**Jurisdiction**

Carlton & McKinney, Inc.

State of Florida

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

ALL OF THE ASSETS AND LIABILITIES OF CARLTON & MCKINNEY, INC. ARE TO BE MERGED INTO SUWANNEE CORPORATION, the surviving corporation. The 50 outstanding shares of Carlton & McKinney, Inc. will be returned to the stock book and nullified. There will be no change to the 874 outstanding shares of Suwannee Corporation, as both corporations are owned 50/50 by Candy McKinney-Coates and Carol M. West, Trustee of the Carol M. West, Living Trust, dated June 13, 2008. Both corporations conduct the same business, that of collecting account receivable (secured by Real Estate mortgages or contracts) and invest excess cash. This merger would have no negative effects and would streamline operations of Suwannee Corporation.

**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:

Existing 50 shares of C&M Inc. would be returned to the stock book and nullified. The 874 shares of Suwannee Corporation would remain unchanged, due to common ownership. *(Attach additional sheets if necessary)*

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

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

Articles of Incorporation for Suwannee Corporation are unaffected and remain as adopted on June 23, 1987.

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows: