# L07287

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#### **COVER LETTER**

TO:	Amendment S Division of C		,,,					
SUBJ	ECT:	Subv	ay on P	ark,	Inc.			
			viving Corpor					
The e	nclosed Articles	of Merger and fee are	submitted	for t	filing.			
Please	e return all corre	spondence concerning	g this matte	r to f	follow	ing:		
		Loralie Bennett			_			
		Contact Person						
	Sul	oway on Park, Inc.						
		Firm/Company			•			
	210	East 36th Street						
-		Address			-			
	Du	rango, CO 81301						
		City/State and Zip Code			-			
F	-mail address: (to b	oritrey@q.com e used for future annual re	enort notifica	tion)	-			
		n concerning this mat	-					
	Lora	alie Bennett	4	At (	970	,	375-2300	
	Name	of Contact Person	<i>P</i>	(_		Area Co	de & Daytime Telephone Number	
<b>V</b> (	Certified copy (o	ptional) \$8.75 (Please	send an addi	itiona	l copy (	of your	document if a certified copy is requested)	
	STREET AD						ADDRESS:	
Amendment Section						t Section		
Division of Corporations Clifton Building				Division of Corporations P.O. Box 6327				
		ng e Center Circle					327 Florida 32314	
	Tallahassee, F				I allal	iiassee,	, 1°1011ua 32314	

#### **ARTICLES OF MERGER**

(Profit Corporations)



(Profit Corporations)

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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:

	<del></del>	
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)
Subway on Park, Inc.	Florida	L07287
Second: The name and jurisdiction of each	th merging corporation:	
Name	Jurisdiction	Document Number (If known/ applicable)
Okeechobee Sub-Mart Corporation	Florida	P04000101194
	·	
Third: The Plan of Merger is attached.  Fourth: The merger shall become effective Department of State.	ve on the date the Articles of Mer	ger are filed with the Florida
	fic date. NOTE: An effective date cann after merger file date.)	ot be prior to the date of filing or more
<b>Fifth:</b> Adoption of Merger by <u>surviving</u> The Plan of Merger was adopted by the sh		
The Plan of Merger was adopted by the board and sharehold	ard of directors of the surviving or approval was not required.	corporation on
Sixth: Adoption of Merger by merging of The Plan of Merger was adopted by the sh		
The Plan of Merger was adopted by the bo	ard of directors of the merging co	orporation(s) on

#### Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Subway on Park, Inc.		Trey W. Bennett
Subway on Park, Inc.	Talas	Loralie T. Bennett
Okeechobee Sub-Mart Co	H The second	Trey W. Bennett
Okeechobee Sub-Mart Co		Loralie T. Bennett

## PLAN OF MERGER OF SUBWAY ON PARK, INC. AND OKEECHOBEE SUB-MART CORPORATION

This is a plan of merger between SUBWAY ON PARK, INC., a Florida corporation, and OKEECHOBEE SUB-MART CORPORATION, a Florida corporation.

#### ARTICLE I Constituent Business Entities

The names of each constituent business entity are SUBWAY ON PARK, INC., a Florida corporation, and OKEECHOBEE SUB-MART CORPORATION, a Florida corporation.

ARTICLE II Merger

Pursuant to section 607.1101, Florida Statutes, OKEECHOBEE SUB-MART CORPORATION, shall be merged into SUBWAY ON PARK, INC.

### ARTICLE III Surviving Business Entity

SUBWAY ON PARK, INC. shall be the surviving business entity of the merger.

## ARTICLE IV Articles\_of\_Incorporation\_of\_Surviving\_Business\_Entity

The articles of incorporation of SUBWAY ON PARK, INC. as in effect immediately prior to the merger shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

## ARTICLE V Officers and Directors of Surviving Business Entity

The officers and directors of SUBWAY ON PARK, INC. immediately prior to the merger shall continue to be the officers and directors immediately following the merger.

#### ARTICLE VI Shares\_of\_Stock

All shares of stock of OKEECHOBEE SUB-MART CORPORATION shall be surrendered and cancelled. The shares of stock of SUBWAY ON PARK, INC. currently issued shall remain unchanged and outstanding.

#### ARTICLE VII Assets and Liabilities

On the effective date of the merger, the separate existence of OKEECHOBEE SUB-MART CORPORATION shall cease and SUBWAY ON PARK, INC. shall, without any further action, possess all of the rights and privileges of both corporations existing immediately preceding the merger. All assets of any nature of OKEECHOBEE SUB-MART CORPORATION shall, without further action, be vested in SUBWAY ON PARK, INC., immediately following the merger. Following the merger, SUBWAY ON PARK, INC. shall be responsible for all liabilities and obligations of OKEECHOBEE SUB-MART CORPORATION. Any claim existing or action or proceeding pending against OKEECHOBEE SUB-MART CORPORATION may be continued as if the merger did not occur or SUBWAY ON PARK, INC. may be substituted for OKEECHOBEE SUB-MART CORPORATION in any such proceeding. Neither the rights of creditors of nor any liens upon the property of OKEECHOBEE SUB-MART CORPORATION shall be impaired by the merger.

## ARTICLE VIII Effective Date of Merger

The merger shall be effective upon the filing by the Florida Department of State of articles of merger.

#### ARTICLE IX Abandonment of Plan of Merger

Notwithstanding anything to the contrary herein contained, this plan of merger may be terminated and abandoned by the board of directors and shareholders of OKEECHOBEE SUB-MART CORPORATION or the board of directors and shareholders of SUBWAY ON PARK, INC. at any time prior to the filing of articles of merger.

ARTICLE X
Signatures for each corporation

OKEECHOBEE SUB-MART CORPORATION, a Florida corporation

By

Trey W. Bennett, President, Director, Shareholder

By

Loralia T. Roppett, Vice President, Treesurer, Secretary, Director, Si

Loralie T. Bennett, Vice-President, Treasurer, Secretary, Director, Shareholder

SUBWAY ON PARK, INC., a Florida corporation

Ву

Trey W. Bennett, President, Director, Shareholder

Loralie T. Bennett, Vice-President, Treasurer, Secretary, Director, Shareholder