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SECRETARY OF STATE
TALLAHASSEE, FL 32304

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Merger

C. Goulette

DEC 30 2005

CAPITAL CONNECTION, INC.

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

Daeton Sales Inc

Signature

Requested by

Name

Date

Time

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Art of Inc. File
LTD Partnership File
Foreign Corp. File
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Fictitious Name File
Trade/Service Mark
✓ Merger File
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Fictitious Owner Search
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 30, 2005

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: DALTON SALES INCORPORATED
Ref. Number: L18897

PLEASE OBTAIN THE ORIGINAL
DATE
SUBMIT

We have received your document for DALTON SALES INCORPORATED and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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
Document Specialist

Letter Number: 505A00074119

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The Plan of Merger (the "Plan") evidenced by these Articles of Merger has been adopted by the boards of directors of each of **DALTON SALES INCORPORATED** ("Sales"), and **DALTON MANUFACTURING, INC.**, ("Manufacturing") (collectively, the "Corporations") both Florida corporations, pursuant to '607.1101 of The Florida Business Corporation Act (the "Act"); unanimously approved by the shareholders of **DALTON SALES, INC.** pursuant to '607.1103 of the Act by action without meeting pursuant to '607.0704 of the Act on December 28, 2005; and, unanimously approved by the shareholders of **DALTON MANUFACTURING, INC.**, pursuant to '607.1103 of the Act by action without meeting pursuant to '607.0704 of the Act on December 28, 2005.

PLAN OF MERGER

EFFECTIVE DATE

12-31-05

I. CORPORATIONS TO BE MERGED: _____ **DALTON MANUFACTURING, INC.**

II. SURVIVING CORPORATION: **DALTON SALES INCORPORATED** (the "Surviving Corporation")

III. TERMS OF MERGER.

A. All assets of Manufacturing will be transferred to the Surviving Corporation, including without limitation all rights to any uncollected account or mortgage receivable, all legal and beneficial interest in any real and personal property and all cash currently in each Corporation's bank accounts.

B. All liabilities and obligations of Manufacturing shall be assumed by the Surviving Corporation.

C. Each outstanding share of the common stock of Manufacturing shall be converted to one share common stock of Sales.

D. Each outstanding share of the common stock of Sales shall be converted to one share common stock of Sales.

E. The Articles of Incorporation of **DALTON SALES INCORPORATED** shall be amended and restated in connection with this Merger as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

DALTON SALES, INCORPORATED

DALTON SALES, INCORPORATED
following its merger with **DALTON MANUFACTURING, INC.**, with the consent and joinder of the shareholders of **DALTON MANUFACTURING, INC.**, for the purpose of amending and restating the Articles of Incorporation pursuant to the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE IV.
Name and Address**

The name of the Corporation shall be **DALTON SALES, INC.** ^{INCORPORATED} and its mailing address is

2833 US HWY 92 EAST
LAKELAND FL 33801

**ARTICLE V.
Purpose and Powers**

Section A. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section B. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE VI.
Term of Existence**

The Corporation shall have perpetual existence.

**ARTICLE VII.
Capital Stock**

The authorized capital stock of the Corporation shall be 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE VIII.
Board of Directors**

Section A. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section B. The Board of Directors of the Corporation shall consist of Director, whose name and address are :

O. DAVIS DALTON, III
403 MIRAMAR DR
LAKELAND FL 33803

Section C. The number of Directors at any time shall be determined as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section D. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE IX. Bylaws

Section A. The Board of Directors shall adopt Bylaws for the Corporation pursuant to '607.0205 and 607.0206 *Florida Statutes* following the filing of these Amended and Restated Articles of Incorporation.

Section B. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section C. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE X.
Cumulative Voting and Preemptive Rights

No Shareholder shall be entitled to any preemptive rights with regard to the issuance of additional shares of the Corporation. Shareholders shall not be entitled to cumulate their votes for directors.

ARTICLE XI.
Amendments

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE XII.
Registered Office and Agent

Section A. The street address of the registered office of the Corporation shall be 2833 US HWY 92 EAST, LAKE LAND, FL 33801.

Section B. The name of the registered agent of the Corporation located at said address shall be O. Davis Dalton, III.

ARTICLE XIII.
Effective Date of Merger

The effective date of the merger between Sales and Manufacturing is December 31, 2005.

EXECUTED ON 12/28, 2005, by Sales, and its directors.

(corporate seal)

DALTON SALES, INCORPORATED

BY: O. Davis Dalton, III
O. Davis Dalton, III, as its President

O. Davis Dalton, III
O. Davis Dalton, III, Director

EXECUTED ON 12/28, 2005, by Manufacturing and its directors.

DALTON MANUFACTURING, INC.

BY: O. Davis Dalton III
O. Davis Dalton, III, as its President

(corporate seal)

O. Davis Dalton III
O. Davis Dalton, III, Director

**ACTION OF SHAREHOLDERS OF
DALTON SALES,
WITHOUT A MEETING PURSUANT TO
607.0704 FLORIDA STATUTES**

The undersigned, being all of the shareholders of **DALTON SALES INCORPORATED**, a Florida corporation, hereby consent to and adopt the foregoing Articles of Merger between **DALTON SALES INCORPORATED** and **DALTON MANUFACTURING, INC.** The undersigned hereby authorize and direct the officers of the corporation to file the Articles of Mergers required by '607.1105 Florida Statutes with the Secretary of State of the State of Florida. The undersigned further joins in and consents to the Amendment and Restatement of the Articles of Incorporation as set forth in the foregoing Articles of Merger.

DATED: 12/28, 2005

O. Davis Dalton III
O. Davis Dalton, III, Shareholder and Director

**ACTION OF SHAREHOLDERS OF
DALTON MANUFACTURING, INC.
WITHOUT A MEETING PURSUANT TO
'607.0704 FLORIDA STATUTES**

The undersigned, being all of the shareholders of **DALTON MANUFACTURING, INC.**, a Florida corporation, hereby consent to and adopt the foregoing Articles of Merger between **DALTON SALES, INC.** and **DALTON MANUFACTURING, INC.** The undersigned hereby authorize and direct the officers of the corporation to file the Articles of Merger required by '607.1105 Florida Statutes with the Secretary of State of the State of Florida. The undersigned further consent to and join in the Amended and Restated Articles of Incorporation as set forth in the foregoing Articles of Merger.

DATED: 12/28, 2005.


O. Davis Dalton, III, Shareholder and Director

ACCEPTANCE

I hereby accept appointment to act as Registered Agent for **DALTON SALES, INCORPORATED**
as stated in these Amended and Restated Articles of Incorporation.


O. Davis Dalton, III