

L39406

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300211302963

EFFECTIVE DATE

9/1/11

merger

08/30/11--01016--007 **78.75

FILED

2011 AUG 30 PM 2:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*DR
9/2/11*

**MILLER
& MARTIN**
PLLC
ATTORNEYS AT LAW

SUITE 800
1170 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30309-7649
(404) 962-6100
FAX (404) 962-6300

JOYCE SIMONEAU, Paralegal
Direct Dial (404) 962-6150
Direct Fax (404) 962-6350
jsimoneau@millermartin.com

August 29, 2011

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations – Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Merger of Ludwig I Fla. Corporation with and into Seldom Rest, Inc.

Dear Sir or Madam:

Enclosed for filing are the original plus one copy of Articles of Merger for the above referenced corporations, to be effective as of September 1, 2011. Also enclosed is our check in the amount of \$78.75 which represents your fee for this filing (\$35.00 for each merging entity) and an additional \$8.75 for a Certified Copy of the merger documents.

Please return the certified copy of the Articles of Merger to me in the enclosed Federal Express envelope enclosed for your convenience. If you have any questions regarding this filing, please contact me at (404) 962-6150. Thank you for your assistance.

Best regards,



Joyce Simoneau
Paralegal

/js
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Seldom Rest, Inc., a Georgia 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:

Bruce C. McCall
Contact Person

Miller & Martin PLLC
Firm/Company

1170 Peachtree Street NE, Suite 800
Address

Atlanta, GA 30309
City/State and Zip Code

jsimoneau@millermartin.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joyce Simoneau, Paralegal
Name of Contact Person

At (404) 962-6150
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

EFFECTIVE DATE

9-1-11

**ARTICLES OF MERGER
OF
LUDWIG I FLA. CORPORATION
(a Florida corporation)
WITH AND INTO
SELDOM REST, INC.
(a Georgia corporation)**

FILED

2011 AUG 30 PM 2:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 14-2-1105 of the Georgia Business Corporation Code (the "Georgia Code"), and Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), the undersigned entities submit these Articles of Merger for the purpose of merging Ludwig I Fla. Corporation, a Florida corporation ("Ludwig I"), with and into Seldom Rest, Inc., a Georgia corporation ("Seldom Rest").

1. The plan of merger is attached hereto as Exhibit A (the "Plan of Merger").
2. The Merger shall become effective as of September 1, 2011.
3. In accordance with the Florida Act, the Plan of Merger was duly approved and adopted by unanimous written consent of the shareholders and board of directors of Ludwig I on August 29, 2011.
4. In accordance with the Georgia Code, the Plan of Merger was duly approved and adopted by unanimous written consent of the shareholders and board of directors of Seldom Rest on August 29, 2011.

[Signature Page Follows]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of
Seldom Rest, Inc. as of the 29th day of August, 2011.

SELDOM REST, INC.


By: 
Name: Thomas J. Harrold, Jr.
Title: Vice President

EXHIBIT A
PLAN OF MERGER

See attached.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into this 29th day of August, 2011 by and between Ludwig I Fla. Corporation, a Florida corporation ("Ludwig I"), and Seldom Rest, Inc., a Georgia corporation ("Seldom Rest").

WITNESSETH:

WHEREAS the Board of Directors and shareholder of Ludwig I believe it is in the best interest of Ludwig I to merge with and into Seldom Rest on the terms and conditions set forth below; and

WHEREAS, the Board of Directors and shareholder of Seldom Rest believe it is in the best interest of Seldom Rest to have Ludwig I merge with and into Seldom Rest on the terms and conditions set forth below;

NOW, THEREFORE, in consideration of the foregoing, the parties agree as follows:

1. The Merger.

(a) As of the Effective Time (as defined below), Ludwig I will be merged with and into Seldom Rest in accordance with the provisions of Sections 14-2-1101 and 14-2-1107 of the Georgia Business Corporation Code ("GBCC") and Sections 607.1101 and 607.1107 of the Florida Business Corporation Act ("FBCA") with the effects provided in Section 14-2-1106 of the GBCC and Section 607.1106 of the FBCA. Seldom Rest will be the surviving corporation resulting from the Merger and shall continue to be governed by the laws of the State of Georgia. As of the Effective Time, the separate existence of Ludwig I shall cease. The Merger shall be consummated pursuant to the terms of this Agreement, which has been approved and adopted by the respective shareholders and Boards of Directors of Ludwig I and Seldom Rest

(b) The closing of the transactions contemplated herein (the "Closing") will take place in the offices of Miller & Martin LLP, 1170 Peachtree Street, NE, Suite 800, Atlanta, Georgia on September 1, 2011.

(c) At the Closing, Ludwig I shall deliver share certificates representing all of the shares of common stock of Ludwig I authorized and outstanding as of the Closing Date, free and clear of all liens, duly registered in the name of Seldom Rest. At the Closing, Seldom Rest will deliver to the Ludwig I shareholder a certificate for that number of shares of Seldom Rest common stock to which it is entitled under Section 2 below.

(d) The Merger will become effective on the date and at the time the Certificate of Merger of Ludwig I and Seldom Rest reflecting the Merger shall become effective with the Secretary of State of Georgia (the "Effective Time").

2. Share Conversion. As of the Effective Time, all of the authorized and outstanding shares of Ludwig I common stock will be converted, collectively, into 1760 shares of Seldom Rest common stock. As of the Effective Time, the previously authorized and outstanding shares of common stock of Seldom Rest shall remain unchanged.

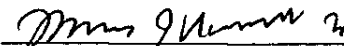
3. Corporate Governance. The Articles of Incorporation and By-Laws of Seldom Rest in effect immediately prior to the Effective Time shall be the Articles of Incorporation and By-Laws of the surviving corporation. The officers and directors of Seldom Rest in office immediately prior to the Effective Time shall continue in such positions after the Effective Time.


4. Assumption of Assets and Liabilities. As of the Effective Time, Seldom Rest will assume ownership of all of the property and assets, real, tangible and intangible, of Ludwig I, and Seldom Rest will assume all rights, debts and other liabilities of Ludwig I as of that time.

5. Miscellaneous. This Agreement sets forth the parties' entire agreement on the subject matter hereof, and it supersedes all prior arrangements or understandings related thereto. This Agreement may not be amended except in a writing signed by both parties. This agreement is governed by Georgia law.

LUDWIG I FLA. CORPORATION

SELDOM REST, INC.

By: 
Its: Vice President

By: 
Its: Vice President