

L44712

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



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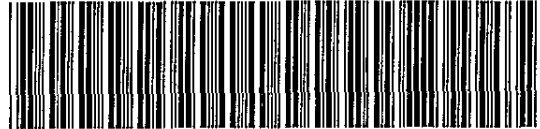
(Business Entity Name)

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03 MAY 12 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*Effective July 1, 2004*

*Merger*

*merger*

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** FTS, Inc.  
\_\_\_\_\_  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

R. Thomas DeHart, Jr.

\_\_\_\_\_  
(Name of person)

FTS, Inc.

\_\_\_\_\_  
(Name of firm/company)

81 Peyton Parkway, Suite 104

\_\_\_\_\_  
(Address)

Collierville, TN 38017

\_\_\_\_\_  
(City/state and zip code)

For further information concerning this matter, please call:

Robert K. Alvarez

\_\_\_\_\_  
(Name of person)

at ( 901 ) 683-3526

\_\_\_\_\_  
(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

LAW OFFICES  
BOURLAND, HEFLIN, ALVAREZ & MINOR, PLC

5400 POPLAR AVENUE, SUITE 100  
MEMPHIS, TENNESSEE 38119-3678  
TELEPHONE (901) 683-3526  
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DONALD E. BOURLAND  
JOHN J. HEFLIN III  
ROBERT K. ALVAREZ\*  
LANCELOT L. MINOR III  
DAVID L. BOURLAND  
KENNETH P. JONES\*\*

\* ALSO ADMITTED IN MISSISSIPPI  
\*\* ALSO ADMITTED IN GEORGIA  
\*\*\* ALSO ADMITTED IN ARKANSAS

JOHN MARSHALL JONES  
\*\*\*M. MATTHEW THORNTON

ALBERT C. RICKEY (RET.)  
AARON SHANKMAN (RET.)

May 5, 2003

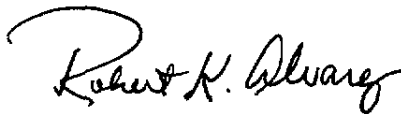
Ms. Anna Chestnut  
Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Financial Transportation Services, Inc.

Dear Ms. Chestnut:

Enclosed are the merger documents for Financial Transportation Services, Inc. You have retained our check for filing fees which I understand will be applied to the processing of these forms. Please call me if you need additional information.

Best Regards,



Robert K. Alvarez

RKA:lpa  
Encl.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 24, 2003

ROBERT ALVAREZ  
% BOURLAND, HEFLIN, ALVAREZ & MINOR, PLC  
5400 POPLAR AVE., STE 100  
MEMPHIS, TN 38119-3678

SUBJECT: FINANCIAL TRANSPORTATION SERVICES, INC.  
Ref. Number: L44712

We have received your document for FINANCIAL TRANSPORTATION SERVICES, INC. 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):

Per your instructions of April 23, 2003, we are enclosing your merger documents for further review with your office.

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) 245-6908.

Anna Chesnut  
Document Specialist

Letter Number: 203A00024925

## **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, F.S.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FTS of Tennessee, Inc.	Tennessee	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Financial Transportation Services, Inc.	Florida	

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**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** 07 / 01 / 03 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 April 24, 2003.

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 April 24, 2003.

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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

FTS of Tennessee, Inc.  
Financial Transportation  
Services, Inc.

R. Thomas DeHart, Jr., President

R. Thomas DeHart, Jr., President

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

FTS of Tennessee, Inc.

Tennessee

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

Name

Jurisdiction

Financial Transportation Services, Inc.

Florida

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

See attached Exhibit "A"

**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:

See attached Exhibit "A"

*(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 as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached Exhibit "A"



**PLAN OF MERGER  
OF FINANCIAL TRANSPORTATION SERVICES, INC.  
WITH AND INTO FTS, INC.**

THIS PLAN OF MERGER (the "Plan of Merger") dated this 24th day of April, 2003, by and between FINANCIAL TRANSPORTATION SERVICES, INC. (the "Merging Corporation"), a corporation organized and existing under the laws of the State of Florida, and FTS OF TENNESSEE, INC. (the "Surviving Corporation"), a corporation organized and existing under the laws of the State of Tennessee.

WHEREAS, the Board of Directors and Shareholders of each of the Parties deem it advisable and in the best interests of the Parties that Merging Corporation be merged with and into Surviving Corporation, with Surviving Corporation being the surviving corporation, under and pursuant to the laws of the State of Tennessee and the laws of the State of Florida and on the terms and conditions set forth herein; and

WHEREAS, pursuant to the provisions of the Tennessee Business Corporation Act and the Florida Business Corporation Act (the "Acts"), the undersigned corporations set forth this Plan of Merger and state as follows:

1. The names of the corporations planning to merge are FINANCIAL TRANSPORTATION SERVICES, INC. and FTS OF TENNESSEE, INC.
2. The name of the surviving corporation shall be FTS OF TENNESSEE, INC.
3. FINANCIAL TRANSPORTATION SERVICES, INC. shall be merged into the said FTS OF TENNESSEE, INC., which shall be the surviving corporation.
4. The terms and conditions of the merger shall be as follows: The merger shall become effective at 12:01 a.m. on July 1, 2003, pursuant to the Acts. The time and date of such effectiveness is referred to in this Plan of Merger as the "Effective Date." At the Effective Date, the separate existence of Merging Corporation shall cease. From and after the Effective Date, the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Charter, of the Parties. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation. From and after the Effective Date, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Florida Business Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Parties. The rights of the creditors of the Parties, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such

corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. The Charter of Surviving Corporation, as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Charter of the Surviving Corporation until duly amended in accordance with law. The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

5. The manner and basis of converting the shares of the Merging Corporation is as follows: At the Effective Date, each issued and outstanding share of the Merging Corporation common stock shall be converted into one (1) share of the Surviving Corporation common stock. After the Effective Date, each holder of an outstanding certificate or certificates theretofore representing shares of the Merging Corporation common stock shall surrender the same to the Surviving Corporation for cancellation or transfer, and each such holder or transferee will be entitled to receive certificates representing one (1) share of the Surviving Corporation common stock for every one (1) share of the Merging Corporation common stock previously represented by the stock certificates surrendered. Until so surrendered or presented for transfer, each outstanding certificate, which prior to the Effective Date represented the Merging Corporation common stock, shall be deemed and treated for all corporate purposes to represent the ownership of one (1) share of the Surviving Corporation common stock. No other cash, shares, securities or obligations will be distributed or issued upon conversion of the Merging Corporation common stock.

DATED this 24<sup>th</sup> day of April, 2003.

FTS OF TENNESSEE, INC.  
~~FTS, INC.~~

By: 

R. THOMAS DEHART, JR., President

FINANCIAL TRANSPORTATION SERVICES,  
INC.

By: 

R. THOMAS DEHART, JR., President