

M15000002062

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

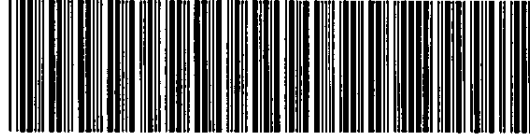
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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C.L.  
3-12-15

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Gridiron Construction Company, LLC  
Name of Surviving Party

Please return all correspondence concerning this matter to:

W Ralph Wills

Contact Person

Simplifi Business, Inc.

Firm/Company

324 S. Plant Avenue

Address

Tampa, FL 33606

City, State and Zip Code

rwills@simplifi.biz

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

W Ralph Wills

Name of Contact Person

at ( 813 ) 341-3344

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

813-394-1844

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Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
P10000099003 Simplifi Services, Inc.	Florida	Profit Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
M15000002062 Gridiron Construction Company, LLC	Tennessee	Limited Liability Company

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to no more than 90 days after the date this document is filed by the Florida Department of State:

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

505 BLYTHE AVE

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GALLATIN, TN 37066-2211

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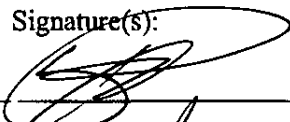

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

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Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Simplifi Services, Inc.		W. Ralph Wills
Gridiron Construction Company, LLC		Michael D. Jones

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

**PLAN AND AGREEMENT OF MERGER**

See attached.

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PLAN AND AGREEMENT OF MERGER BETWEEN

**GRIDIRON CONSTRUCTION COMPANY, LLC**

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AND

**SIMPLIFI SERVICES, INC.**

This Plan and Agreement of Merger made and entered into on the 15<sup>th</sup> day of November, 2014 by and between **GRIDIRON CONSTRUCTION COMPANY, LLC**, a Tennessee limited liability company, hereinafter referred to as "GRIDIRON" and sometimes referred to as the Surviving Entity, and **SIMPLIFI SERVICES, INC.**, a Florida corporation, hereinafter referred to as "SIMPLIFI". Said corporations may hereinafter sometimes be referred to jointly as the Constituent Entities.

**WITNESSETH:**

~~WHEREAS GRIDIRON is a limited liability company organized and existing under the~~  
laws, and who's Articles of Formation were filed on the fifth day of September, 2008, in the State of Tennessee and a Certificate of Formation having been issued by the State of Tennessee on that date, and the registered office of the Company being located at 505 Blythe Avenue, Gallatin, TN 37066 in County of Sumer and the name of its registered agent in charge thereof being Michael Jones; and

**WHEREAS** SIMPLIFI is a corporation organized and existing under the laws, and who's Articles of Incorporation have been filed on the tenth day of December, 2010 in the State of Florida and a Certificate of Incorporation having been issued by the State of Florida on that date, and the registered office of the Florida corporation being located at 324 S Plant Avenue, Tampa, FL 33606 in County of Hillsborough, and the name of its registered agent in charge thereof being W. Ralph Wills; and

**WHEREAS** the chief manager and sole member of GRIDIRON and the board of directors of SIMPLIFI deem it advisable that SIMPLIFI be merged with and into GRIDIRON on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Tennessee and Florida, respectively, which permit such merger;

**NOW THEREFORE**, in consideration of the mutual promises, covenants and provisions contained in the agreements hereinafter, the parties do hereby agree, each with the other as follows:

## ARTICLE I

Gridiron and Simplifi shall be merged into a single entity, in accordance with applicable provisions of the laws of the State of Florida and of the State of Tennessee by SIMPLIFI merging into GRIDIRON.

Upon the filing of a Certificate of Merger with the Secretary of State of Florida and the simultaneous filing of a Certificate of Merger with the Secretary of State of Tennessee (the date and time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER"):

1. SIMPLIFI shall be merged into GRIDIRON (the "Merger") in accordance with the applicable laws of the States of Florida and Tennessee, with Gridiron Construction Company LLC surviving as the Surviving Entity of the merger (hereinafter sometimes called the "SURVIVING ENTITY"), and the separate existence of Simplifi shall cease except to the extent ~~provided by the laws of the State of Florida in the case of a corporation after its merger into~~ another entity.

2. The identity, existence, privileges, rights, powers, franchises, properties and assets of GRIDIRON shall continue unaffected and unimpaired by the Merger and shall be vested in GRIDIRON as the Surviving Entity. The identity and separate existence of SIMPLIFI shall cease and all the privileges, rights, powers, franchises, properties and assets of SIMPLIFI shall be vested in GRIDIRON as the Surviving Entity.

3. GRIDIRON as the Surviving Entity shall thereupon and thereafter possess all rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the constituent entities; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choices in action, and all and every other interest of, or belonging to, or due to each of the constituent entities, shall be taken and deemed to be vested in GRIDIRON as the Surviving Entity without further act or deed. GRIDIRON shall thenceforth be responsible and liable for all of the liabilities and obligations of SIMPLIFI and any claim existing or action or proceeding pending by or against either of the constituent entities may be prosecuted to judgment as if the merger had not taken place, or GRIDIRON, as the Surviving Entity, may be substituted in its place without the rights of creditors being impaired by the merger.

4. The Operating Agreement of GRIDIRON as existing and constituted immediately prior to the Effective Date of the Merger, until amended as provided by law, shall be the Operating Agreement of the Surviving Entity, and the managers and any officers of GRIDIRON in office immediately prior to the Effective Date of the Merger shall become the managers and officers of the Surviving Entity as of the Effective Date of the Merger.



## **ARTICLE II**

The Articles of Formation of GRIDIRON shall not be amended in any respect, by reason of this Agreement of Merger, and said Articles of Formation as filed in on the fifth day of October, 2008 shall constitute the Articles of Formation of the Surviving Entity until further amended in the manner provided by law, and is set forth in Exhibit A attached hereto and made a part of this Plan and Agreement of Merger with the same force and effect as if set forth in full herein. The Articles of Formation as set forth in said Exhibit A and separate and apart from this Plan and Agreement of Merger may be certified separately as the Articles of Formation of the Surviving Entity.

## **ARTICLE III**

The manner and basis of converting the shares of each of the Constituent Entities into shares of the Surviving Entity is as follows:

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At the Effective Date of the Merger, each share of the common stock of Simplifi outstanding immediately prior to the Effective Date of the Merger shall by virtue of the merger and without any additional action on the part of either of the constituent entities, be cancelled, and all of the membership interests in GRIDIRON existing prior to the merger shall remain the outstanding membership interests in the Surviving Entity following the merger.

## **ARTICLE IV**

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law are necessary or desirable to vest in the Surviving Entity the title to any property or rights of Simplifi, the proper officers and directors of SIMPLIFI, shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Entity, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

## **ARTICLE V**

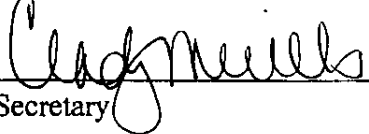
This Plan and Agreement of Merger shall be submitted to the respective members and stockholders of each of the Constituent Entities, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the members and stockholders of each of the Constituent Entities in accordance with the requirements of the laws of the State of Florida and the State of Tennessee respectively, and upon the execution, filing and recording of such documents and the

doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of Florida and of the State of Tennessee as heretofore amended and supplemented. Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the Constituent Entities by an appropriate resolution of its respective board of members or board of directors at any time prior to its approval or adoption by the members or stockholders thereof, or by the mutual consent of the Constituent Entities evidenced by appropriate resolution of their respective board of members or board of directors, at any time prior to the Effective Date of the Merger.

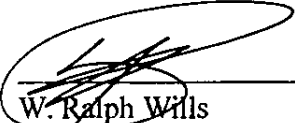
IN WITNESS WHEREOF, GRIDIRON and SIMPLIFI, pursuant to the approval and authority duly given by resolutions adopted by their respective board of members and board of directors have caused this Plan and Agreement of Merger to be executed by the President and Attested by the Secretary of Simplifi and simultaneously executed by the Chief Manager of Gridiron.

**SIMPLIFI SERVICES, INC.**

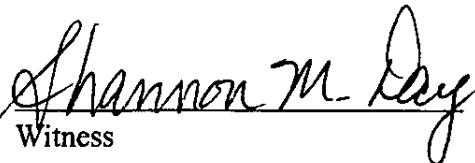
Attest:

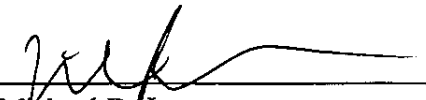
  
Secretary

Attest:

  
W. Ralph Wills  
President

**GRIDIRON CONSTRUCTION COMPANY,  
LLC**

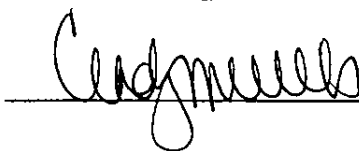
  
Witness

  
Michael D. Jones  
Chief Manager & Sole Member

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I, Cindy M. Wills, Secretary of Simplifi Services, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by the President and Secretary, was duly submitted to the stockholders of Simplifi Services, Inc. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by the sole stockholder, for the purpose of considering and taking action upon said Agreement of Merger, that 100 shares of stock of said corporation were on said date issued and outstanding and that the holder of the 100 shares voted in favor of said Agreement of Merger, the said affirmative vote representing 100% of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said December 1, 2014 and the duly adopted agreement of the said corporation.

WITNESS my hand and seal of said Simplifi Services, Inc. on this first day of December, 2014.

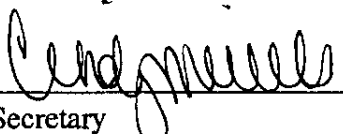


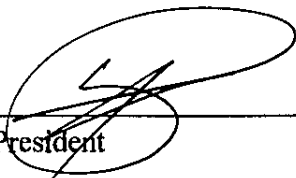
Secretary  
Simplifi Services, Inc.

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THE ABOVE AGREEMENT OF MERGER, having been executed by the duly elected officers of each corporate party thereto, and having been adopted separately by the members and/or stockholders of each corporate party thereto, in accordance with the provisions of the laws of the States of Florida and Tennessee, and the fact having been certified on said Agreement of Merger by each corporate party thereto, by the Chief Manager and/or President and Secretary of each corporate party thereto, do now hereby execute the said Agreement of Merger by the authority of the members, directors and stockholders thereof, as the respective act, deed and agreement of each of said entities, on the first day of December, 2014.

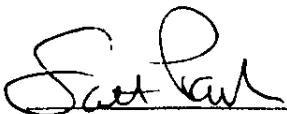
**SIMPLIFI SERVICES, INC.**

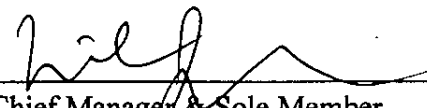
  
Secretary

  
President

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**GRIDIRON CONSTRUCTION COMPANY, LLC**

  
Witness

  
Chief Manager & Sole Member

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**EXHIBIT A**

**(Articles of Formation)**

**See attached.**

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