

N20049

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

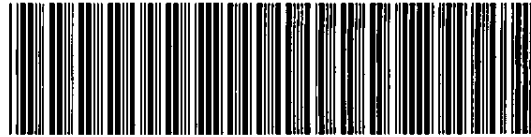
(Business Entity Name)

(Document Number)

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FILED
2011 MAY 12 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

TBrown 5-19-11



ATTORNEYS AT LAW

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May 10, 2011

VIA FEDERAL EXPRESS

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

Articles of Merger
Surviving Corporation: Scenic Jacksonville, Inc. N20049
Merging Corporation: Citizens for Tree Preservation, Inc. N 00000001033

To Whom It May Concern:

The enclosed *Articles of Merger* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

William D. Brinton
Rogers Towers, P.A.
1301 Riverplace Blvd., Suite 1500
Jacksonville, Florida 32207-1811

E-mail address: wbrinton@rtlaw.com

For further information concerning this matter, please call:
William D. Brinton at (904) 346-5537.

Enclosed is one check in the total amount of **\$78.75** for the fees identified below made payable to the "Florida Department of State."

The check represents (a) the \$35 filing fee for the surviving corporation, (b) the \$35 filing fee for the merging corporation, and (c) an \$8.75 fee for one certified copy (a copy for the certification is enclosed).

Respectfully,

William D. Brinton

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER
OF
CITIZENS FOR TREE PRESERVATION, INC. (MERGING CORPORATION)
INTO
SCENIC JACKSONVILLE, INC. (SURVIVING CORPORATION)**

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Scenic Jacksonville, Inc.	Florida	N20049

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Citizens for Tree Preservation, Inc.	Florida	N 00000001033

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.

FIFTH: ADOPTION OF MERGER BY SURVIVING CORPORATION.

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____ . The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____
FOR _____ AGAINST _____

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

**There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on May 9, 2011.
The number of directors in office was 4. The vote for the plan was as follows:
4 FOR 0 AGAINST**

SIXTH: ADOPTION OF MERGER BY MERGING CORPORATION.

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____ . The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

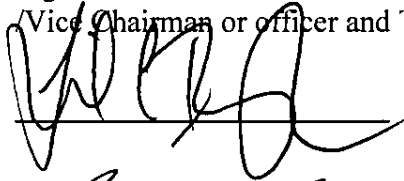

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

**There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on May 10, 2011.
The number of directors in office was 4. The vote for the plan was as follows:
4 FOR 0 AGAINST**

SEVENTH: SIGNATURES FOR EACH CORPORATION

Name of corporation	Signature of Chairman /Vice Chairman or officer and Title	Name of Individual
Scenic Jacksonville, Inc.		Linda Ingham Chair/President
Citizens for Tree Preservation, Inc.		Susan Caven Chair/President

**PLAN OF MERGER
OF
SCENIC JACKSONVILLE, INC. (SURVIVING CORPORATION)
AND
CITIZENS FOR TREE PRESERVATION, INC. (MERGING CORPORATION)**

The following plan of merger is submitted in compliance with Section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

I

The name and jurisdiction of the surviving corporation is **Scenic Jacksonville, Inc.**, a Florida corporation.

II

The name and jurisdiction of the merging corporation is **Citizens for Tree Preservation, Inc.**, a Florida corporation.

III

The terms and conditions of the merger are as follows:

(1) The merger shall become effective on the date upon which Articles of Merger are filed with the Florida Department of State (the Effective Time”).

(2) The Surviving Corporation shall possess and retain every interest in all assets and property of every description of the Merging Corporation. The rights, privileges, immunities, powers, franchises and authority of a private nature of the Merging Corporation shall be vested in the Surviving Corporation without further act or deed. The title and any interest in all real and personal property vested in the Merging Corporation shall not revert or in any way be impaired by reason of the Merger.

(3) All obligations belonging to or due the Merging Corporation shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of the Merging Corporation existing as of the Effective Time.

(4) The Articles of Incorporation of Scenic Jacksonville, Inc. in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation.

IV

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows: NONE

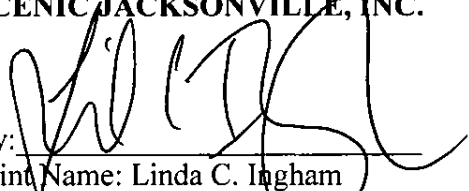
V

Other provisions relating to the merger are as follows: NONE

CERTIFICATION


SCENIC JACKSONVILLE, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the unanimous consent of the Board of Directors of **SCENIC JACKSONVILLE, INC.** effective May 9, 2011.

SCENIC JACKSONVILLE, INC.

By: 
Print Name: Linda C. Ingham
Its: President/Director (Chair)

CITIZENS FOR TREE PRESERVATION, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the unanimous consent of the Board of Directors of **CITIZENS FOR TREE PRESERVATION, INC.** effective May 10, 2011.

**CITIZENS FOR TREE
PRESERVATION, INC.**

By: 
Print Name: Susan Caven
Its: President/Director (Chair)