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DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. Ouellette DEC 24 2003

# CAPITAL CONNECTION, INC.

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

GRIFFIS GP

Signature \_\_\_\_\_

Requested by AW

Name \_\_\_\_\_

Date 12/

Time \_\_\_\_\_

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Art of Inc. File \_\_\_\_\_

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

☒ Merger File \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

Cert. Copy \_\_\_\_\_

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Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 22, 2003

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: GRIFFIS GP, INC.  
Ref. Number: P00000055579

We have received your document for GRIFFIS GP, 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):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

You have listed on your second page the survivor as being a different corporation than the ones listed on page one. When you complete the correct form, please specify the correct survivor.

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: 203A00068207

*Original  
Submit  
Date  
Please*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**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)
Griffis GP, Inc.	Nevada	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Griffis GP, Inc.	Florida	P00000055579

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TALLAHASSEE  
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**      /      /      (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 12/19/2003.

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 12/19/2003.

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)

Name of Corporation

Typed or Printed Name of Individual & Title

James C. Gifford Jr.  
James C. Gifford Jr.

Griffis GP, Inc.

**James A. Griffis, 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:

<u>Name</u>	<u>Jurisdiction</u>
Griffis GP, Inc.	Nevada

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

<u>Name</u>	<u>Jurisdiction</u>
Griffis GP, Inc.	Florida

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

An equal number of shares in the existing corporations shall be exchanged for an equal number of shares in the surviving corporation. The shares of the two corporations are of equal value. The Florida Corporation transferred its assets, contracts, obligations and duties to the Nevada Corporation on December 24, 2003. The Florida Corporation shall cease to exist when the Articles of Merger are filed with the Florida Secretary of State. Additional details of the merger are provided in Attachment A the Merger Agreement.

**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:

The shareholders shall convert shares in the Florida Corporation for equal shares in the Nevada Corporation. There are no other interests to be converted. For additional details see attached Merger Agreement.

*(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:

N/A

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached Merger Agreement

Attachment (A)

**AGREEMENT OF MERGER  
BETWEEN GRIFFIS GP, INC.  
(A Nevada Corporation)  
AND  
GRIFFIS GP, INC.  
(A Florida Corporation)**

This Plan and Agreement of Merger made and entered into on the 19<sup>th</sup> day of December, 2003, by and between Griffis GP, Inc., a Nevada Corporation, and Griffis GP, Inc., a Florida Corporation.

**WITNESSETH:**

**WHEREAS**, the Nevada Corporation is a Corporation organized and existing under the laws of the State of Nevada, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Nevada on December, 22; 2003 and

**WHEREAS**, Griffis GP, Inc. is a corporation organized and existing under the laws of the State of Florida; and

**WHEREAS**, the aggregate number of shares which the Griffis GP, Corporation has authority to issue is 1000; and

**WHEREAS**, the Board of Directors of each of the constituent corporations deems it advisable that Griffis GP, Inc., the Florida Corporation, be merged into Griffis GP, Inc., the Nevada Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Florida and Nevada respectively, which permit such merger;

**NOW, THEREFORE**, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Florida Corporation and the Nevada Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

**ARTICLE I**

The Florida and the Nevada Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida and of the State of Nevada, by the Florida Corporation merging into the Nevada Corporation, which shall be the surviving Corporation.



## **ARTICLE II**

Upon the merger becoming effective as provided in the applicable laws of the State of Florida and of the State of Nevada (the time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER"):

1. The two Constituent Corporations shall be a single corporation, which shall be Griffis GP, Inc., a Nevada Corporation, as the Surviving Corporation, and the separate existence of Griffis GP, Inc., a Florida Corporation, 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 corporation.

## **ARTICLE III**

The Certificate of Incorporation of Griffis GP, Inc., a Nevada Corporation, shall not be amended in any respect by reason of this Agreement of Merger.

## **ARTICLE IV**

The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows:

1. All outstanding shares of Griffis GP, Inc., a Florida Corporation, shall be exchanged one for one for shares of Griffis GP, Inc., a Nevada Corporation.
2. The exchange shall take effect on the date this merger takes effect.
3. Griffis GP, Inc., a Nevada Corporation will issue stock certificates to each shareholder of record of Griffis GP, Inc., a Florida Corporation, as of the date of the merger in the amount recorded on the corporate stock ledger of Griffis GP, Inc., a Florida Corporation.
4. Upon issuance of the Griffis GP, Inc., a Nevada Corporation, stock, the Griffis GP, Inc., a Florida Corporation, stock shall have no value and should be destroyed by the shareholders.

## **ARTICLE V**

The surviving corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of any constituent corporation of Florida, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions Florida laws, and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or proceeding. The Secretary of

State shall mail any such process to the surviving corporation at 241 Ridge Street, Fourth Floor, Reno NV, 89501.

**IN WITNESS WHEREOF**, the Florida Corporation and the Nevada Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

GRIFFIS GP, INC.

(A Nevada Corporation)

BY: 

Authorized Officer/Title: President

Name: James A. Griffis, Jr.

GRIFFIS GP, INC.

(A Florida Corporation)

BY: 

Authorized Officer/Title: President

Name: James A. Griffis, Jr.