

P0000006927

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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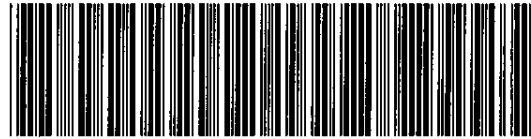
(Business Entity Name)

(Document Number)

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T. HAMPTON

JAN - 3 2012

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** AMD Logistics, LLC  
Name of Surviving Party

Please return all correspondence concerning this matter to:

J.D. Kious

Contact Person

Kious, Rodgers, Barger, Holder & Kious, PLLC

Firm/Company

503 N Maple St

Address

Murfreesboro, Tennessee 37130

City, State and Zip Code

jdkious@murfreesborolawyers.com

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

For further information concerning this matter, please call:

J.D. Kious

Name of Contact Person

at ( 615 )

895-5566  
Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

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 or 617.0302, 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>
AMD Logistics, Inc. P000000 61927	Florida	For-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>
AMD Logistics, LLC	Tennessee	Limited Liability Co.

**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, 608, 617, and/or 620, Florida Statutes.

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**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 nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2011

**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:

6347 Jones Lane

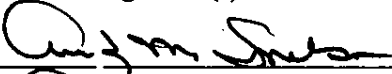
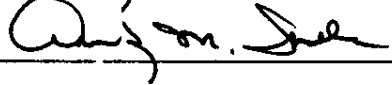
Murfreesboro, Tennessee 37127

**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.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
AMD Logistics, Inc.		Audrey M. Snelson
AMD Logistics, LLC		Audrey M. Snelson

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

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**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Exhibit A for Plan of Merger

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Exhibit A for Plan of Merger

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*(Attach additional sheet if necessary)*

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**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Audrey M. Snelson, 6347 Jones Lane, Murfreesboro, Tennessee 37127

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*(Attach additional sheet if necessary)*

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**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached Exhibit A for Plan of Merger

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

See attached Exhibit A for Plan of Merger

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*(Attach additional sheet if necessary)*

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## PLAN OF MERGER

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This plan of merger dated this 31<sup>st</sup> day of Dec, 2012, between AMD LOGISTICS, LLC, a Tennessee limited liability company, called the "surviving company," and AMD LOGISTICS, INC., a Florida corporation, called the "absorbed corporation."

## STIPULATIONS

A. AMD LOGISTICS, LLC is a limited liability company organized and existing under the laws of the State of Tennessee, with its principal office at 6374 Jones Lane, Murfreesboro, Tennessee 37127.

B. AMD LOGISTICS, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 6374 Jones Lane, Murfreesboro, Tennessee 37127.

C. The Board of Directors of the absorbed corporation and the Members of the surviving company deem it desirable and in the best business interests of the both entities their shareholders and/or members that AMD LOGISTICS, INC. be merged into AMD LOGISTICS, LLC pursuant to the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes and the Tennessee Revised Limited Liability Act in order that the transaction qualify as a "reorganization" within the meaning of the Internal Revenue Code.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below the constituent companies agree as follows:

## MERGER

Section I. Merger. ADM LOGISTICS, INC. shall merge with and into AMD LOGISTICS, LLC, which shall be the surviving company.

## TERMS AND CONDITIONS

Section II. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving company shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

## CONVERSION OF SHARES

Section III. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into membership interests of the surviving company is as follows:

All of the stock held by Audrey M. Snelson, as sole shareholder of the absorbed

corporation shall be converted into a 100% membership interest in the surviving company.

### CHANGES IN ARTICLES OF ORGANIZATION

Section IV. Changes in Articles of Organization. The Articles of Organization of the surviving company shall continue to be its Articles of Organization following the effective date of the merger.

### CHANGES IN OPERATING AGREEMENT

Section V. Changes in Operating Agreement. The Operating Agreement of the surviving company shall continue to be its Operating Agreement following the effective date of the merger.

### DIRECTORS AND OFFICERS

Section VI. Directors and Officers. The directors and officers of the surviving company on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

### PROHIBITED TRANSACTIONS

Section VII. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving companies may take all action necessary or appropriate under the laws of the State of Tennessee and the State of Florida to consummate this merger.

### APPROVAL BY SHAREHOLDERS

Section VIII. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the absorbed corporation and the members of the surviving company in the manner provided by the applicable laws of the State of Tennessee and the State of Florida at meetings to be held on or before December 31, 2011, or at such other time as to which the boards of directors and/or the members of the constituent companies may agree.

### EFFECTIVE DATE OF MERGER

Section IX. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Tennessee Secretary of State or the date when articles of merger are filed by the Florida Secretary of State, whichever is later.

### ABANDONMENT OF MERGER

Section X. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors and/or members of either the surviving or the absorbed companies at any

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time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders and/or of either the surviving or the absorbed corporation on or before January 31, 2012, or

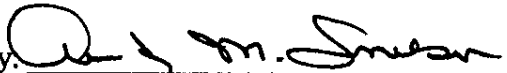
(b) If, in the judgment of the board of directors and/or the members of either the surviving or the absorbed companies, the merger would be impracticable because of the number of dissenting shareholders and/or members asserting appraisal rights under the laws of the State of Tennessee or the laws of the State of Florida.

**EXECUTION OF AGREEMENT**

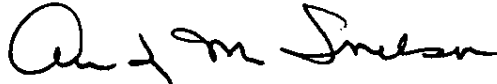
Section XI. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers and attested by their respective secretaries pursuant to the authorization of their respective boards of directors and/or members on the date first written above.

SURVIVING COMPANY:  
AMD LOGISTICS, LLC

By:   
Audrey M. Snelson  
President and Sole Member

ABSORBED CORPORATION:  
AMD LOGISTICS, INC.

By:   
Audrey M. Snelson  
President and Sole Shareholder

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