

P00000112421

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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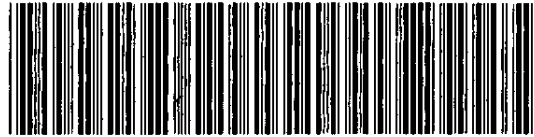
(Business Entity Name)

(Document Number)

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

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merger

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FILED  
2008 AUG 29 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DR  
9/9/08

**CHARLES HALL & ASSOCIATES, PA**

Charles E. Hall, PhD, EA, CTP

Post Office Box 4050

Saint Augustine, Florida 32085-4050

Phone: 904-829-6533 Fax: 904-829-9470

August 25, 2008

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Merger  
Cold Mountain Equestrian Farms Inc  
Militello Property Management Inc

Dear Sir or Madam:

Please find enclosed herewith an original and one copy of the Articles of Merger of the above-named corporation. Please file these Articles at your earliest date and furnish me with an acknowledgement of its filings via a certified copy to be mailed to our offices.

Enclosed is my trust fund check payable to the Secretary of State -- Division of Corporations in the amount of \$ 70.00 which is in payment of the charges for your filing fee.

Should you have any questions regarding this document, please feel free to contact me at any time.

Thanking you in advance for your courtesy and prompt recording of these documents, I remain,

Sincerely,



Charles E. Hall, PhD  
Enrolled Agent  
Certified Tax Professional

**ARTICLES OF MERGER**

of

**COLD MOUNTAIN EQUESTRIAN FARMS, INC.**

**A Florida Corporation**

**with and into**

**MILITELLO PROPERTY MANAGEMENT, INC.**

**A Florida Corporation**

**FILED**

**2008 AUG 29 AM 10:06**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the provision of Section 607.1105, Florida Statutes, Militello Property Management, Inc. hereby submits the following Articles of Merger:

1. The surviving corporation is Militello Property management, Inc., A Florida Corporation filed under Document Number P00000112421.
2. The merging corporation is Cold Mountain Equestrian Farms, Inc., a Florida Corporation filed under Document Number P05000090642.
3. A copy of the Plan of Merger between the parties hereto is attached to this Certificate of Merger as Exhibit "A" and incorporated herein.
4. The attached Plan of Merger was duly adopted by the shareholders of each corporation that is a party to the merger in accordance with the applicable provisions of Section 607.1103, Florida Statutes. on August 22, 2008.
5. In accordance with the Plan of Merger, the effective date of the merger shall be the date of filing of these Articles of Merger by the Florida Department of State.

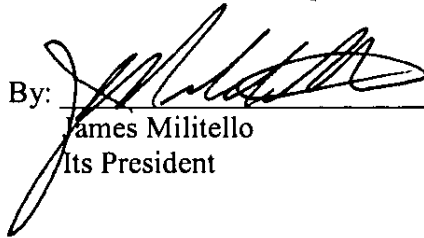
IN WITNESS WHEREOF, the undersigned parties have executed these Articles of Merger as of the 22 day of August, 2008.

**MILITELLO PROPERTY MANAGEMENT, INC.**

By: \_\_\_\_\_

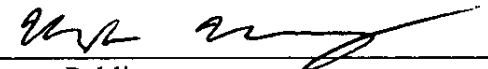
**James Militello  
Its President**

COLD MOUNTAIN EQUESTRIAN FARMS, INC

By:   
James Militello  
Its President

STATE OF FLORIDA  
COUNTY OF ST JOHNS


THE FOREGOING instrument was acknowledged before me this 22 day of August 2008, by James Militello, as President of Militello Property Management, Inc. who is personally known to me.

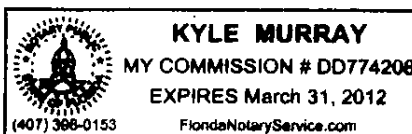
  
Notary Public

STATE OF FLORIDA  
COUNTY OF ST JOHNS



THE FOREGOING instrument was acknowledged before me this 22 day of August 2008, by James Militello, as President of Cold Mountain Equestrian Farms, Inc. who is personally known to me.

  
Notary Public



## **PLAN OF MERGER**

This Plan of Merger is made this 22 day of August, 2008, by and between Cold Mountain Equestrian Farms, inc, A Florida Corporation ("Merging Corporation") and Militello Property management, Inc., A Florida Corporation ("Surviving Corporation").

### **RECITALS**

A. Cold Mountain Equestrian Farms, inc, the Merging Corporation, is a corporation duly organized and validly existing under the laws of the State of Florida under Document Number P05000090642, with its principal office at 2871 Usina Road, St Augustine, Florida 32086.

B. Militello Property Management, Inc, the Surviving Corporation, is a corporation duly organized and validly existing under the laws of the State of Florida under Document Number P00000112421, with its principal office at 1975 Old Moultrie Road, St Augustine, Florida 32086.

C. The Shareholders and Directors of Cold Mountain Equestrian Farms, inc and Militello Property Management, Inc., deem it desirable and in the best interests of the corporations that Cold Mountain Equestrian Farms, inc be merged with and into Militello Property Management Inc pursuant to Sections 607.1101 et. seq., Florida Statutes.

In consideration of the mutual covenants and subject to the terms and conditions set forth below, the Merging Corporation, Cold Mountain Equestrian Farms, Inc and the Surviving Corporation, Militello Property Management, Inc., hereby agree as follows:

1. **Merger** The Merging Corporation shall merge with and into the Surviving Corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and or mixed of the Merging Corporation, without the necessity for any separate transfers. On and after the effective date, the Surviving Corporation shall be responsible for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger.

3. **Conversion of Shares.** The manner and basis of converting shares of the Merging Corporation into shares of the Surviving Corporation is as follows:

(a). On the effective date of the merger, each outstanding share of the Merging Corporation shall be cancelled and cease to be outstanding, and no payment shall be made nor considerations paid with respect thereto.

(b). Each outstanding share in the Surviving Corporation shall remain outstanding following the effective date of the merger, and the merger shall have no effect on any shares of the Surviving Corporation.

4. **Changes in Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, as amended, shall continue to be its articles of incorporation following the effective date of the merger.

5. **Approval by Members.** This Plan of Merger shall be submitted for the approval of the shareholders of the Merging Corporation and the shareholders of the Surviving Corporation in the manner provided by the applicable laws of the State of Florida.

6. **Effective Date of Merger.** The effective date of this merger shall be the date upon which the Certificate of Merger is filed with the Florida Department of State.

7. **Abandonment of Merger.** This Plan of Merger may be abandoned by action of the shareholders of the Merging Corporation or by action of the shareholders of the Surviving Corporation, at any time prior to the effective date of the merger.

8. **Execution of Agreement.** This Plan of Merger may be executed in any number of counterparts and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the undersigned parties have executed this Plan of Merger as of the 22 day of August, 2008.

**COLD MOUNTAIN EQUESTRIAN FARMS, INC**

By: 

James Militello  
Its President

**MILITELLO PROPERTY MANAGEMENT, INC.**

By: 

James Militello  
Its President

**STATE OF FLORIDA  
COUNTY OF ST JOHNS**

THE FOREGOING instrument was acknowledged before me this 22 day of August, 2008, by James Militello, as President of Cold Mountain Equestrian Farms, inc, who is personally known to me.

  
Notary Public



**STATE OF FLORIDA  
COUNTY OF ST JOHNS**

THE FOREGOING instrument was acknowledged before me this 22 day of August, 2008, by James Militello, as President of Militello Property Management, , inc, who is personally known to me.

  
Notary Public

