

P01000004933

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TALLAHASSEE, FLORIDA

Merger
Thesis
9-9-08

SHELL, FLEMING, DAVIS & MENGE
ATTORNEYS AT LAW -

FACSIMILE TRANSMITTAL SHEET

TO:	FROM:
THELMA LOUIS	STEPHEN B. SHELL
COMPANY:	DATE:
Secretary of State/Division of Corporations	September 8, 2008
FAX NUMBER:	TOTAL NO. OF PAGES INCLUDING COVER:
850-245-6897	8
COPY TO:	FAX NUMBER:
RE:	YOUR REFERENCE NUMBER:
Dixie Cleaners, Inc. - Merger with Tharp, Inc.	

Ms. Louis,

Attached per your request is a copy of the signed Plan of Merger which should have accompanied our filing of the Articles of Merger.

Please let me know if you have any trouble receiving all the pages, or if you need anything further to complete this filing. Sorry about the earlier omission.

Thanks you for your help.

Meri Starr ☆

Assistant to Steve Shell

850-434-2411 ext. 109

mstarr@shellfleming.com

Please Note: The information contained in this message is privileged and confidential, and is intended only for the use of the individual named above and others who have been specifically authorized to receive such. If the recipient is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication or the information contained herein is strictly prohibited. If you have received this communication in error, or if any problems occur with transmission, please notify us immediately by telephone (850) 434-2411. Thank you.

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TELEPHONE (850) 434-2411 EXT. 110 • FACSIMILE (850) 435-1074
E-MAIL SSHELL@SHELLFLEMING.COM

SHELL, FLEMING, DAVIS & MENGE
ATTORNEYS AT LAW

STEPHEN B. SHELL

TELEPHONE ♦ (850) 434-2411 ext. 110
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CHARLES L. HOFFMAN, JR.
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OF COUNSEL:
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ROLLIN D. DAVIS, JR.
(1932-2002)
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(1936-2007)

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MAIL TO:
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August 26, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: **Articles of Merger**

Ladies and Gentlemen:

Enclosed please find two originals of the Articles of Merger between Dixie Cleaners, Inc. as the merging corporation and Tharp, Inc. as the surviving corporation for filing with the Division of Corporations. Please return a certified copy of the Articles of Merger to the undersigned in the self-addressed stamped envelop provided. I am also enclosing a check in the amount of \$78.75 to cover costs for filing and the certified copy.

Thank you very much for your prompt attention to this matter, and please don't hesitate to call with any questions or if you need anything further to complete this request.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE


Stephen B. Shell

SBS/mls
Enclosures
B1910.00002

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, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tharp, Inc.	Florida	P01000004933

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Dixie Cleaners, Inc.	Florida	P97000035502
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 07 / 31 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 07/18/08.

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 07/17/08.

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)

FILED
2008 AUG 28 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Tharp, Inc.

[Signature]

Arthur J. Vick, Jr., President

Dixie Cleaners, Inc.

[Signature]

Arthur J. Vick, Jr., President

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_____	_____	_____
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(Attach additional sheets if necessary)

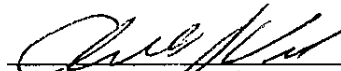
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Tharp, Inc.



Arthur J. Vick, Jr., President

Dixie Cleaners, Inc.



Arthur J. Vick, Jr., President

PLAN AND AGREEMENT OF MERGER

WHEREAS, Tharp, Inc. ("Tharp") is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Dixie Cleaners, Inc. ("Dixie") is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Tharp and Dixie have agreed that Dixie shall merge into Tharp upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable laws of the State of Florida,

NOW THEREFORE, in consideration of the mutual covenants, agreements, provisions, and grants, contained in this Agreement and in order to consummate the transactions described above, Tharp and Dixie, the constituent corporations to this Agreement, agree as follows:

1. Tharp and Dixie agree that Dixie shall be merged into Tharp as a single corporation upon the terms and conditions of this Agreement, and that Tharp shall continue under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation"), and they further agree as follows:

(a) The purposes, the registered agent, the address of the registered office, number of directors, and the capital stock of the Surviving Corporation shall be as appears in the Articles of Incorporation of Tharp, Inc. on file with the office of the Secretary of State of the State of Florida as of the date of this Agreement. The terms and provisions of said Articles of Incorporation are incorporated by reference into this Agreement. From and after the Effective Date (as herein defined) and until further amended, altered or restated as provided by law, the Articles of Incorporation separate and apart from this Agreement shall be and may be separately certified as the Articles of Incorporation of the Surviving Corporation.

(b) The Bylaws of Tharp, Inc. in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation until they shall be altered, amended or repealed or until new Bylaws are adopted as provided therein.

(c) Arthur J. Vick, Jr., Gray N. Vick and Mary V. Hull, the sole directors of Tharp, shall be and continue to be the persons constituting the Board of Directors of the Surviving Corporation on the Effective Date.

(d) The persons who upon the Effective Date of the merger shall constitute the officers of the Surviving Corporation shall be the persons constituting the officers of the Surviving Corporation on the Effective Date.

2. This undersigned shareholders of each of the constituent corporations hereby consent and approve of this Agreement in accordance with *Fla. Stat. §607.1103*, as evidenced by their signatures to this Agreement, which Agreement shall be certified by the Secretary of each of the constituent corporations to this Agreement, along with the appropriate Articles of Merger which shall be signed, acknowledged and filed with the Secretary of State pursuant to the laws of the State of Florida. The merger of Dixie into Tharp shall become effective as of the date specified in the Articles of Merger filed with the office of the Secretary of State of the State of Florida, which is July 31, 2008 (the "Effective Date").

3. Once this Agreement, and the corresponding Articles of Merger, have been approved, signed, acknowledged and filed as set forth above, the separate existence of Dixie shall cease and it shall be merged into the Surviving Corporation in accordance with this Agreement, and the Surviving Corporation shall continue unaffected and unimpaired by the merger and shall possess all of the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations, both of a public and private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged, and all of the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations of each of the constituent corporations; and all property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account as well for stock subscriptions and all other things in action or belonging to each of the constituent corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, franchises, patents, trademarks, licenses and registrations and every other interest thereafter shall be as effectually the property of the Surviving Corporation as they were of the respective constituent corporations; and the title to any real estate, whether vested by deed or otherwise in either of the constituent corporations under the laws of the State of Florida, or any other state where real estate may be located, shall not revert or in any way be impaired by reason of the merger, provided that all rights of creditors and all liens upon the property of

any of the constituent corporations shall be preserved unimpaired; and all debts, liabilities and duties of the constituent corporations shall then attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

4. The manner and basis of converting the shares of Dixie 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 Dixie into rights to acquire shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) On the Effective Date, the two hundred (200) shares of issued and outstanding common stock of Dixie, with a par value One Dollar (\$1.00) per share, which are held as follows:

Arthur J. Vick, Jr. - 66 and 2/3 shares

Gray N. Vick - 66 and 2/3 shares

Mary V. Hull - 66 and 2/3 shares

Shall, by virtue of the merger, and without any action on the part of the holders of such shares, be converted into and exchanged for a corresponding number of shares of common stock in Tharp, with a par value One Dollar (\$1.00) per share.

(b) Each issued and outstanding share of common stock of Tharp, with a par value One Dollar (\$1.00) per share, shall continue as one (1) share of common stock, with a par value One Dollar (\$1.00) per share, of the Surviving Corporation.

(c) Upon the conversion of the two hundred (200) shares of issued and outstanding common stock of Dixie as set forth in this paragraph four (4), the issued and outstanding shares of common stock of Tharp will be held as follows:

Arthur J. Vick, Jr. - 166 and 2/3 shares (constituting 100 shares of Tharp prior to the merger, plus the 66 and 2/3 shares of Dixie converted to shares of Tharp pursuant to the merger)

Gray N. Vick - 166 and 2/3 shares (constituting 100 shares of Tharp prior to the merger, plus the 66 and 2/3 shares of Dixie converted to shares of Tharp pursuant to the merger)

Mary V. Hull - 166 and 2/3 shares (constituting 100 shares of Tharp prior to the merger, plus the 66 and 2/3 shares of Dixie converted to shares of Tharp pursuant to the merger)

5. As soon as practicable after the Effective Date, Tharp shall issue and deliver to Arthur J. Vick, Jr., Gray N. Vick, and Mary V. Hull, the sole shareholders of Dixie, certificates for 66 and 2/3 shares each of its common stock, in accordance with paragraph four (4) of this Agreement, and such shareholders shall surrender his or her respective certificate or certificates previously representing shares of stock in Dixie. Until surrendered, each such certificate representing shares of Dixie shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the respective shares of Tharp into which they shall have been converted.

6. All shares of Tharp stock for and into which shares of Dixie stock shall have been converted and exchanged pursuant to this Agreement shall be deemed to have been issued in full satisfaction of all rights pertaining to the converted and exchanged shares.

7. Prior to and from and after the Effective Date the constituent corporations shall take all action necessary or appropriate in order to effectuate the merger. In case at any time after the Effective Date the Surviving Corporation shall determine that any further conveyance, assignment or other document or any further action is necessary or desirable to vest in the Surviving Corporation full title to all properties, assets, rights, privileges and franchises of Dixie, the officers and directors of the constituent corporations shall execute and deliver all instruments and take all action which the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all those properties, assets, privileges and franchises, and otherwise to carry out the purpose of this Agreement.

8. Since each of the constituent corporations have common directors, common officers and common shareholders, and since each uses the same certified public accountant and attorney, there is no

need for the exchange of any representations and warranties between the two corporations. Dixie shall on the Effective Date deliver possession of all of its assets and properties and all of its books and records evidencing the same to Tharp.

9. Anything in this Agreement to the contrary notwithstanding, this Agreement may be terminated and abandoned at any time prior to the Effective Date by the mutual consent of the Board of Directors of the constituent corporations. In the event of any termination and abandonment, notice shall be given to the other party to this Agreement and this Agreement then shall become wholly void and of no effect, and there shall be no liability on the part of any party or its Board of Directors or shareholders.

10. This Agreement embodies the entire agreement between the parties. There have been and are no agreements, covenants, representations or warranties between the parties other than those expressly stated or expressly provided for in this Agreement.

11. All notices, requests, demands and other communications shall be in writing and shall be deemed to have been duly given if delivered or mailed, first class postage prepaid to:

Tharp, Inc.
2915 Navy Boulevard
Pensacola, Florida 32505

Dixie Cleaners, Inc.
2915 Navy Boulevard
Pensacola, Florida 32505

12. This Agreement is made pursuant to and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon Tharp and Dixie, and their respective successors and assigns.

[remainder of page intentionally blank]

IN WITNESS WHEREOF, the duly authorized officers of Tharp and Dixie have signed this Plan and Agreement of Merger, this 18th day of July, 2008.

Tharp, Inc., a Florida corporation

ATTEST:

By: 

Arthur J. Vick, Jr., President



Mary V. Hull, Secretary

Dixie Cleaners, Inc., a Florida corporation

ATTEST:

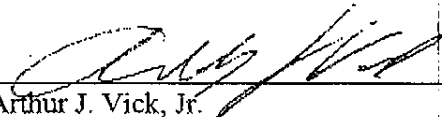
By: 

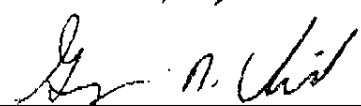
Arthur J. Vick, Jr., President

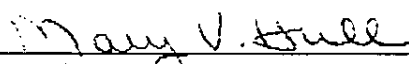

Mary V. Hull, Secretary

IN WITNESS WHEREOF, the undersigned shareholders of Tharp, Inc. and Dixie Cleaners, Inc., which constitute all the shareholders of each respective corporation, have signed this Plan and Agreement of Merger, as evidence of their consent hereto, this 18th day of July, 2008.

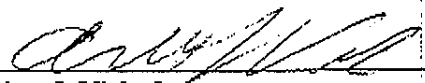
Shareholders of Tharp, Inc., a Florida corporation


Arthur J. Vick, Jr.



Gray A. Vick


Mary V. Hull

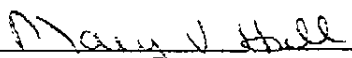
Shareholders of Dixie Cleaners, Inc., a Florida corporation



Arthur J. Vick, Jr.



Gray N. Vick



Mary V. Hull