

PO1000063637

(Requestor's Name)

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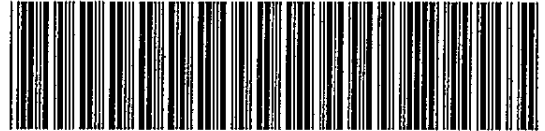
(Business Entity Name)

(Document Number)

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LAW OFFICES

LEE & McINISH, P.C.

WILLIAM L. LEE, III  
ALAN C. LIVINGSTON  
WILLIAM C. CARN, III  
PETER A. McINISH  
WILLIAM L. LEE, IV  
WILLIAM W. NICHOLS

238 WEST MAIN STREET  
DOTHAN, ALABAMA 36301  
MAILING ADDRESS  
POST OFFICE BOX 1665  
DOTHAN, ALABAMA 36302

W. L. LEE (1873-1944)  
ALTO V. LEE, III (1915-1987)  
HUEY D. McINISH (1923-1999)  
PHONE (334) 792-4156  
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Writer's E-Mail Address:  
[wcarn@leeandmcinish.com](mailto:wcarn@leeandmcinish.com)

August 11, 2004

Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Merger, Karsten Enterprises, Inc., into Karsten Enterprises-FL, Inc.

Gentlemen:

Our client has requested that we forward the enclosed transmittal letter and Articles of Merger for recording in your office. We have interpreted your instructions to require \$35.00 for each corporation, and we accordingly enclose our check in the amount of \$70.00 for the filing fee. In the event this is incorrect, please let us know and we will act appropriately. If you would be kind enough to return the letter of acknowledgment to the attention of the undersigned, it would be appreciated. Thank you.

Sincerely,

  
William C. Carn, III

WCC/jjs  
Enclosures

cc: Joe Copeland  
P.O. Drawer 1405  
Dothan, AL 36302

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Karsten Enterprises-FL, Inc.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joseph Copeland  
(Name of person)

Karsten Enterprises-FL, Inc.  
(Name of firm/company)

3715 East 15th Street  
(Address)

Panama City, FL 32404  
(City/state and zip code)

For further information concerning this matter, please call:

Joseph Copeland at ( 334 ) 692-5852  
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**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.

**FILED**  
04 AUG 16 PM 2:10  
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TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
KARSTEN ENTERPRISES-FL, INC.	FLORIDA	P01000063637

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
KARSTEN ENTERPRISES, INC.	ALABAMA	N/A
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 June 30, 2004

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 June 30, 2004

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

JOSEPH COPELAND, PRESIDENT

JOSEPH COPELAND, 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:

Name

Jurisdiction

KARSTEN ENTERPRISES-FL, INC.

FLORIDA

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

Name

Jurisdiction

KARSTEN ENTERPRISES, INC.

ALABAMA

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

KARSTEN ENTERPRISES, INC., AN ALABAMA CORPORATION WHOLLY OWNED BY JOSEPH COPELAND, WILL BE MERGED INTO KARSTEN ENTERPRISES-FL, INC., A FLORIDA CORPORATION ALSO WHOLLY OWNED BY JOSEPH COPELAND. KARSTEN ENTERPRISES-FL, INC. WILL ACQUIRE ALL ASSETS AND BECOME RESPONSIBLE FOR ALL INDEBTEDNESS AND LIABILITIES OF KARSTEN ENTERPRISES, INC.

**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 SHARES OF KARSTEN ENTERPRISES, INC. AND KARSTEN ENTERPRISES-FL, INC. ARE WHOLLY OWNED BY JOSEPH COPELAND. THERE WILL ACCORDINGLY BE NO NEW OR REPLACEMENT SHARES

*(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: