

P01000088826

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400242943124

12/31/12--01037--023 **148.75

FILED
12 DEC 31 PM 12:22
SECONDARY FILING OFFICE
TALLAHASSEE, FLORIDA

Morgan
CC

JAN 08 2013

C. MUSTAIN

FRAZIER & FRAZIER
ATTORNEYS AT LAW
SUITE A
1515 RIVERSIDE AVENUE
JACKSONVILLE, FLORIDA 32204

TELEPHONE (904) 353-5816
FACSIMILE (904) 353-5819

W. ROBINSON FRAZIER

Writer's Email Address
robrazier@bellsouth.net

December 28, 2012

Via UPS Overnight Delivery

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Gentlemen:

Please find enclosed herewith for filing an original Articles of Merger with respect to BMLR, Inc. (Surviving Corporation); and W and W of Jax, Inc.; Real Estate Group St. A., Inc.; and Eliz, Inc. (Merging Corporations).

I have also enclosed herewith my firm's check in the amount of \$148.75 to cover the cost of filing the Articles of Merger and for obtaining a certified copy of the Articles of Merger.

Thank you for your attention to this matter.

Very truly yours,



W. Robinson Frazier

WRF:tmc
Enclosures

cc: Alonzo D. Walton (via Email)

(Profit Corporations)

FILED
12 DEC 31 PM 12:22
U.S. DISTRICT COURT
SOUTHERD DISTRICT OF NEW YORK
826
Number
(illegible)
corporation Act

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>BMLR, INC.</u>	<u>Florida</u>	<u>P01000088826</u>

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>W AND W OF JAX, INC.</u>	<u>Florida</u>	<u>P97000084114</u>
<u>REAL ESTATE GROUP ST. A., INC.</u>	<u>Florida</u>	<u>P99000003439</u>
<u>ELIZ, INC.</u>	<u>Florida</u>	<u>P96000058457</u>
<u> </u>	<u> </u>	<u> </u>

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

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 December 28, 2012.

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 December 28, 2012.

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

Director _____
Alvin Walton

Alvin Walton

George Wilkins

Clomp Wilson

Alonzo D. Walton, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, 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>
<u>BMLR, INC.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>W AND W OF JAX, INC.</u>	<u>Florida</u>
<u>REAL ESTATE GROUP ST. A., INC.</u>	<u>Florida</u>
<u>ELIZ, INC.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

As of the Effective Date, the separate existence of each merging corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of each of the merging corporations, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the merging corporations, and neither the rights of creditors nor any liens on the property of any of the merging corporations shall be impaired by the merger.

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:

Because the shareholders and their respective percentages of ownership of the surviving corporation and of all of the merging corporations are identical, no additional shares of the surviving corporation will be issued as a result of the merger. *(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:
Not applicable.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: