

PD1000118054

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(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC 23 PM 1:59

EFFECTIVE DATE
12-31-14

C.L.
12-31-14



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 24, 2014

REBECCA J. BARNES / MENDENFREIMAN LLP
2 RAVINIA DRIVE SUITE 1200
ATLANTA, GA 30346 US

SUBJECT: MO - SPICER, INC.
Ref. Number: P01000118054

We have received your document for MO - SPICER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We must have original signatures for both parties to the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 614A00027240

MENDENFREIMAN^{LLP}

YOUR FUTURE IS HERE[®]

TWO RAVINIA DRIVE, SUITE 1200, ATLANTA, GA 30346

PHONE: (770) 379-1450 FAX: (770) 379-1455

WWW.MENDENFREIMAN.COM

Rebecca J. Barnes

(770) 559-5531

RBARNES@MENDENFREIMAN.COM

December 19, 2014

VIA UPS NEXT DAY AIR

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

**Re: *Merger of Mo-Spicer, Inc., a Florida corporation, into
Mo-Spicer, Inc., a Mississippi corporation
(Our File No. 3785.02)***

Dear Sir or Madam:

Enclosed please find an original and one photocopy of the Articles of Merger for the above-referenced entities, together with our firm check made payable to the Florida Department of State in the amount of \$70.00, in payment of the filing fee therefor.

Please file the Articles of Merger and return the conformed copy (a certified copy is not required), as well as any and all correspondence regarding this matter, to me in the enclosed UPS return envelope.

If you have any questions or require additional information, please do not hesitate to contact me directly at (770) 559-5531 or rbarnes@mendenfreiman.com.

Thank you so much for your attention to this matter.

Very truly yours,

Rebecca J. Barnes
Senior Paralegal

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Mo-Spicer, Inc., a Mississippi corporation

Name of Surviving Party

Please return all correspondence concerning this matter to:

Rebecca J. Barnes

Contact Person

MendenFreiman LLP

Firm/Company

2 Ravinia Drive, Suite 1200

Address

Atlanta, GA 30346

City, State and Zip Code

rbarnes@mendenfreiman.com

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

For further information concerning this matter, please call:

Rebecca J. Barnes

Name of Contact Person

at (770) 559-5531

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 24, 2014

REBECCA J. BARNES / MENDENFREIMAN LLP
2 RAVINIA DRIVE SUITE 1200
ATLANTA, GA 30346 US

SUBJECT: MO - SPICER, INC.
Ref. Number: P01000118054

We have received your document for MO - SPICER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We must have original signatures for both parties to the merger.

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If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 614A00027240

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

EFFECTIVE DATE
12-31-14

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, 617.0302 or 605.1025, 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>
<u>PO1000118054</u> Mo-Spicer, Inc.	<u>Florida</u>	<u>Profit Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
<u>Mo-Spicer, Inc.</u>	<u>Mississippi</u>	<u>Corporation</u>

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, 605, 617, and/or 620, Florida Statutes.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC 23 PM 1:59

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 no more than 90 days after the date this document is filed by the Florida Department of State: December 31, 2014

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:

100 G T Thames Drive

Suite D

Starkville, MS 39759

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.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Mo-Spicer, Inc., a FL corporation	<u>Paige P. Baker</u>	Paige P. Baker, Esq.
Mo-Spicer, Inc., a MS corporation	<u>Paige P. Baker</u>	Paige P. Baker, Esq.
_____	_____	_____
_____	_____	_____

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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PLAN OF MERGER

14 DEC 23 PM 1:59

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>
Mo-Spicer, Inc.	Florida	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>
Mo-Spicer, Inc.	Mississippi	Profit Corporation

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

1. Mo-Spicer, Inc., a Florida corporation, shall be merged into Mo-Spicer, Inc., a Mississippi corporation, the corporate existence of which shall be continued under the same, and thereafter, the individual existence of Mo-Spicer, Inc., a Florida corporation, shall cease.
2. Mo-Spicer, Inc., a Mississippi corporation, shall become the owner, without other transfer, of all of the rights and property of the constituent corporations.
3. Mo-Spicer, Inc., a Mississippi corporation, shall become subject to all of the debts, liabilities and obligations of the constituent corporations in the same manner as if Mo-Spicer, Inc., a Mississippi corporation, had itself incurred them.

(Attach additional sheet if necessary)

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:

Upon the Effective Date of the merger: (i) each share of the capital stock of the surviving party
issued and outstanding immediately prior to the Effective Date shall continue unchanged and
shall continue to evidence the same number of shares of capital stock of the surviving party;
and (ii) each share of the capital stock of the merging party shall be cancelled and shall not be
exchanged for or converted into share(s) of the capital stock of the surviving party. From and after the
Effective Date, (i) all outstanding and issued shares of capital stock of the merging party shall be
surrendered to the surviving party and the surrendered shares shall be cancelled; and (ii) all certificates for
shares of the merging party, whether or not so surrendered, shall be deemed to have been cancelled.

(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:

N/A

(Attach additional sheet if necessary)

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

N/A

(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:

N/A

(Attach additional sheet if necessary)

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

None.

(Attach additional sheet if necessary)

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

None.

(Attach additional sheet if necessary)