# Po1000118054

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C.V. 31/4



# 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

## MENDENFREIMANLL

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 correpondence 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.

Enclosures

Senior Para

### **COVER LETTER**

TO: Amendment Section Division of Corporations		
SUBJECT: Mo-Spicer, Inc., a Missis	sippi corp	ooration
Name of Surv		
Please return all correspondence concerning th	is 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 repor	t notification)	
For further information concerning this matter,	, please call:	
Rebecca J. Barnes	770	,559-5531
Name of Contact Person	Area Code ar	nd Daytime Telephone Number
Certified Copy (optional) \$8.75		
STREET ADDRESS:	MAIL	ING ADDRESS:
Amendment Section		Iment Section
Division of Corporations		on of Corporations Sox 6327
Clifton Building 2661 Executive Center Circle		assee, FL 32314
Tallahassee, FL 32301		



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.

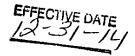
If you have any questions concerning the filing of your document, please call (850) 245-6050.

Letter Number: 614A00027240

Carolyn Lewis Regulatory Specialist II

www.sunbiz.org

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



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:		
Name P010001180:	54 Jurisdiction	Form/Entity Type
Mo-Spicer, Inc.	Florida	Profit Corporation
		ن
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		ORFO.S
<b>SECOND:</b> The exact name, for as follows:	orm/entity type, and jurisdiction	
Name	<u>Jurisdiction</u>	Form/Entity Type
Mo-Spicer, Inc.	Mississippi	Corporation

<u>THIRD</u>: 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.

**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:

Mo-Spicer, Inc., a FL corporation

Mo-Spicer, Inc., a MS corporation

Mo-Spicer, Inc., a MS

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners Signature of a general partner

Non-Florida Limited Partnerships: Limited Liability Companies:

Signature of a member or authorized representative

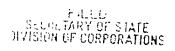
Fees:

\$35.00 Per Party

**Certified Copy (optional)**:

\$8.75

14 DFC 23 FN 1:59



#### PLAN OF MERGER

14 DEC 23 PM 1:59

<b><u>FIRST:</u></b> The exact name, form/enfollows:	ntity type, and jurisdiction fo	or each merging party are as
Name	Jurisdiction	Form/Entity Type
Mo-Spicer, Inc.	Florida	Profit Corporation
SECOND: The exact name, form as follows:	n/entity type, and jurisdiction	n of the <u>surviving</u> party are
Name	<u>Jurisdiction</u>	Form/Entity Type
Mo-Spicer, Inc.	Mississippi	Profit Corporation
1. Mo-Spicer, Inc., a Florida corporation, the corporate existence		
the individual existence of Mo-Spid	cer, Inc., a Florida corporation	n, shall cease.
2. Mo-Spicer, Inc., a Mississippi	corporation, shall become the	owner, without other transfer,
of all of the rights and property of t	he constituent corporations.	
3. Mo-Spicer, Inc., a Mississippi c	orporation, shall become subje	ect to all of the debts, liabilities
and obligations of the constituent	corporations in the same ma	nner as if Mo-Spicer, Inc., a
Mississippi corporation, had itself	fincurred them.	

### **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 <u>rights to acquire</u> the interests, shares, obligations or other securities of each merged party into the <u>rights to acquire</u> 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)	

<b>FIFTH:</b> If a partnership is the survivor, the name and business addre	ss 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 leach manager or managing member is as follows:  N/A	ousiness address of
······································	
	<del></del>
(Attach additional sheet if necessary)	

EVENTH: Any	y statements that are required by the laws under which each other formed, organized, or incorporated are as follows:
None.	formed, organized, or meorporated are as follows.
TOITE.	
	(A) I Jiii Ji J
	(Attach additional sheet if necessary)
	provision, if any, relating to the merger are as follows:
None.	
- <del></del>	
····	
	(Attach additional sheet if necessary)