

PO20000007013

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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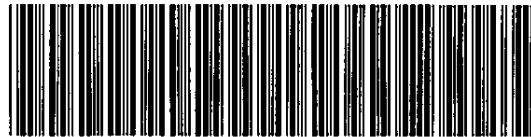
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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14 JUN 26 PM 12:33

Mr. Ger
@ 6.27.14



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 18, 2014

GARY B. LEUCHTMAN, PLLC
% GARY B. LEUCHTMAN
921 NORTH PALAFOX STREET
PENSACOLA, FL 32501

SUBJECT: MOCAR HOLDINGS INC.
Ref. Number: P02000007013

Exhibit attached.
Thanks!

We have received your document for MOCAR HOLDINGS 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):

Please include the exhibit(s) referred to in your document.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 914A00013219

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JUN 26 2014

LAW OFFICE OF
GARY B. LEUCHTMAN, PLLC

921 NORTH PALAFOX STREET • PENSACOLA, FL 32501 • 850-316-8179 • GBL@LEUCHTMANLAW.COM

June 2, 2014

Florida Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314


Re: Articles of Merger

Dear Sir or Madam:

Please file the enclosed Articles of Merger between MOCAR Enterprises, Inc. and MOCAR Holdings, Inc., both Florida corporations. Also enclosed is our firm check in the amount of \$70 for the filing fee. Please return a stamped filed copy to me in the enclosed envelope.

Thank you in advance for your assistance in this matter. If you have any questions or need any additional information please feel free to contact me.

Yours very truly,



Gary B. Leuchtman
For the Firm

GBL/bs

Enclosures

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14 JUN 26 PM 12:33

ARTICLES OF MERGER OF
MOCAR ENTERPRISES, INC., A FLORIDA CORPORATION
INTO
MOCAR HOLDINGS, INC., A FLORIDA CORPORATION

These ARTICLES OF MERGER between MOCAR Enterprises, Inc., a Florida corporation ("Disappearing Corporation") and MOCAR Holdings, Inc., a Florida corporation ("Surviving Corporation").

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), Disappearing Corporation and Surviving Corporation adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated May 7, 2014 ("Plan of Merger"), between Disappearing Corporation and Surviving Corporation was approved and adopted by the shareholders and directors of Disappearing Corporation on May 7, 2014 and was approved and adopted by the shareholders and directors of Surviving Corporation on May 7, 2014.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Disappearing Corporation's stock will be acquired by means of a merger of Disappearing Corporation into Surviving Corporation with MOCAR Holdings, Inc. being the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the later of the filing of these Articles of Merger with the Secretary of State of Florida or June 1, 2014.

IN WITNESS WHEREOF, the parties have set their hands this 7 day of May, 2014.

ATTEST:

Tracey Carpenter
Tracey Carpenter
Secretary

MOCAR ENTERPRISES, INC.

By: Marshall O. Carpenter, III

Marshall O. Carpenter, III
Its President

ATTEST:

Christina Carpenter
Christina Carpenter
Secretary

MOCAR HOLDINGS, INC.

By: Marshall O. Carpenter, III

Marshall O. Carpenter, III
Its President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was executed before me this 7 day of MAY, 2014, by Marshall O. Carpenter, III, in his capacity of President of MOCAR Enterprises, Inc., who is personally known to me or provided _____ as identification and who did not take an oath.



Kimberly A. Hyde
Notary Public

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was executed before me this 7 day of MAY, 2014, by Marshall O. Carpenter, III, in his capacity of President of MOCAR Holdings, Inc., who is personally known to me or provided _____ as identification and who did not take an oath.

Kimberly A. Hyde
Notary Public

AGREEMENT AND PLAN OF MERGER

Merger between MOCAR Holdings, Inc., a Florida corporation, (the "Surviving Corporation") and MOCAR Enterprises, Inc., a Florida corporation, (the "Disappearing Corporation"), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger (the "Plan") in accordance with Section 607.1101 *et seq.* of the Florida Business Corporation Act (the "Act") and applicable Florida law.

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for **one (1)** share of Surviving Corporation's stock in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corporation's stock will not be issued. Former holders of Disappearing Corporation stock who would be entitled to receive fractional shares of Surviving Corporation's stock on the Effective Date shall receive cash in the amount of \$10.00 for each share of Disappearing Corporation stock.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act and consistent with applicable Florida law.

6. Supplemental Action. If at any time after the Effective Date, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this

Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.


7. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date", which shall be JUNE 1, 2014.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act and applicable Florida law.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 7 day of MAY, 2014.

ATTEST:



Christina Carpenter
Its Secretary

MOCAR HOLDINGS, INC.

By:

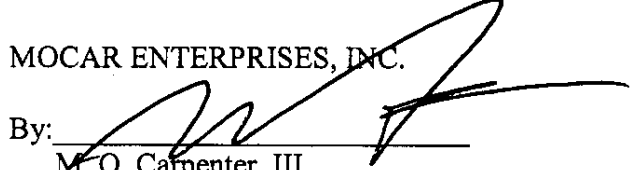

M. O. Carpenter, III
Its President

ATTEST:


Tracey Carpenter
Its Secretary

MOCAR ENTERPRISES, INC.

By:


M. O. Carpenter, III
Its President