

PO2000041138

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

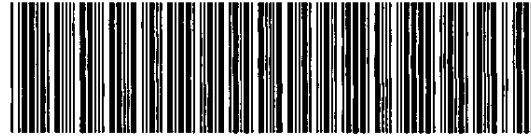
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

J. BRYAN
DEC -5 2012
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MURRAY EQUIPMENT SALES, INC.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

CHARLES S. WHITE, ESQ.

Contact Person

CHARLES S. WHITE, P.A.

Firm/Company

104 N. EVERS ST., STE. 201

Address

PLANT CITY, FLORIDA 33563

City, State and Zip Code

cswatty@aol.com

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

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

CHARLES S. WHITE

Name of Contact Person

at (813)

752-6155

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

**Certificate of Merger
For
Florida Limited Liability Company**

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TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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> |
|-------------------------------|---------------------|---------------------------|
| JTM Preferred Properties, LLC | Florida | Limited Liability Company |
| Murray Equipment Sales, Inc. | Florida | For 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> |
|------------------------------|---------------------|-------------------------|
| Murray Equipment Sales, Inc. | Florida | For Profit Corporation |
| #P02000041138 | | |

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, 608, 617, and/or 620, Florida Statutes.

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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 nor more than 90 days after the date this document is filed by the Florida Department of State:

DATE OF FILING _____

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:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

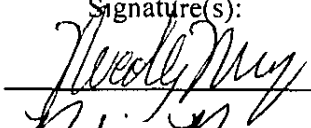
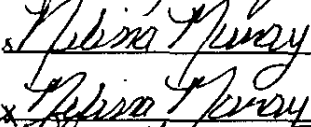
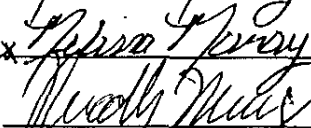

Street address: N/A

Mailing address: N/A

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|-------------------------------|--|--------------------------------------|
| JTM Preferred Properties, LLC |  | Bradley Murray, Managing* |
| *Member |  | Melissa Murray, Managing* |
| Murray Equipment Sales, Inc. |  | Melissa Murray, President |
| |  | Bradley Murray, Secretary |

| | |
|-----------------------------------|---|
| 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 |
| Non-Florida Limited Partnerships: | Signature of a general partner |
| Limited Liability Companies: | Signature of a member or authorized representative |

Fees: For each Limited Liability Company: \$25.00
 For each Corporation: \$35.00
 For each Limited Partnership: \$52.50
 For each General Partnership: \$25.00
 For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

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> |
|-------------------------------|---------------------|---------------------------|
| JTM Preferred Properties, LLC | Florida | Limited Liability Company |
| Murray Equipment Sales, Inc. | Florida | for 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> |
|------------------------------|---------------------|-------------------------|
| Murray Equipment Sales, Inc. | Florida | For Profit Corporation |

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

The Limited Liability Company, JTM PREFERRED PROPERTIES, LLC will be
merged into MURRAY EQUIPMENT SALES, INC., the surviving entity.

(Attach additional sheet if necessary)

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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:

The membership interest of each Member of the Limited Liability Company shall
be converted and merged into the existing shares of stock held by that Member
in the Corporation.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into 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:

Any rights of the Members of the Limited Liability Company to acquire interest in
the Corporation shall be governed by existing rights of acquisition as contained
in the By-laws of the Corporation.

(Attach additional sheet if necessary)

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

The Plan of Merger has been unanimously approved by all of the Members of the
Limited Liability Company and by the Directors of the Corporation, who have
recommended approval of the Plan to the Shareholders and the Shareholders have
unanimously approved this Plan of Merger.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

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