

P020000119049

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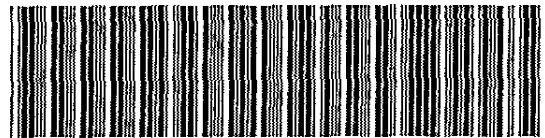
(Business Entity Name)

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04/11/03--01017--003 \*\*35.00

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FILED

03 APR 28 PM 4:00

WILLAMETTE, FLORIDA

Merger  
CA 4/30/03

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Whiskey Creek Service, Inc.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles Fundermark  
(Name of person)

Whiskey Creek Service, Inc.  
(Name of firm/company)

11401 McGregor  
(Address)

Fort Myers, FL 33919  
(City/state and zip code)

RECEIVED  
TALLAHASSEE, FLORIDA

03 APR 28 PM 4:00

FILED

For further information concerning this matter, please call:

Charles Fundermark at ( 239 ) 481-3500  
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 18, 2003

CHARLES FUNDERMARK  
WHISKEY CREEK SERVICE, INC.  
11401 MCGREGOR BLVD.  
FT. MYERS, FL 33919

SUBJECT: CHUCK'S WHISKEY CREEK SERVICE, INC.  
Ref. Number: P99000067842

FILED  
03 APR 28 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for CHUCK'S WHISKEY CREEK SERVICE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

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) 245-6964.

Irene Albritton  
Document Specialist

Letter Number: 403A00023527

ARTICLES OF MERGER  
Merger Sheet

MERGING:

CHUCK'S WHISKEY CREEK SERVICE, INC., a Florida entity, P99000067842

INTO

**WHISKEY CREEK SERVICE, INC.,** a Florida entity, P02000119049.

File date: April 28, 2003

Corporate Specialist: Irene Albritton

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Whiskey Creek Service, Inc</u>	<u>Lee County Florida</u>	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Chuck's Whiskey Creek</u>		
<u>Service, Inc.</u>	<u>Lee County Florida</u>	

**Third:** The Plan of Merger is attached.

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

**OR** 12 / 31 / 02 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 12/31/02

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 12/31/02

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)

FILED  
08 APR 28 PM 4:00  
TALLAHASSEE, FLORIDA

Creek Service, Inc.

## PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. 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>Whiskey Creek Service, Inc.</u>	<u>Lee County Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Chuck's Whiskey Creek Service, Inc.</u>	<u>Lee County Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

FILED  
03 APR 28 PM 4:00  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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

On December 31, 2002 the taxpayer exchanged 1,500 shares of common stock of Chuck's Whiskey Creek Service, Inc. for 1,500 shares of common stock of Whiskey Creek Service, Inc. pursuant to a merger between the two corporations, in which Whiskey Creek Service, Inc. was the surviving corporation. The transaction qualified as a tax-free reorganization under Code Sec. 368 (a)(1) and Code Sec. 368 (a)(1)(C).

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:

Under the Agreement and Plan of Merger, voting common stock of Whiskey Creek Service, Inc., with a value of \$192,050 (1,500 shares with a value of \$128.03 per share) was issued to shareholders of Chuck's Whiskey Creek Service, Inc., in exchange for their shares of Chuck's Whiskey Creek Service, Inc.

No properties were received by Chuck's Whiskey Creek Service, Inc., except for stock of Whiskey Creek Service, Inc.

Whiskey Creek Service, Inc. assumed a mortgage in the amount of \$196,902.37 associated with the assets of Chuck's Whiskey Creek Service, Inc. and accounts payable in the amount of \$17,431.52, payroll taxes in the amount of \$172.33 and sales taxes in the amount of \$2,709.93.

(continued on next page)

PLAN OF MERGER (continuation)

The taxpayer basis of his shares was \$42.25 per share for a total of \$63,381.

The value of the common stock of Whiskey Creek Service, Inc. was \$128.03 a share.  
The total value of the 1,500 shares received was \$192,050.



THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: