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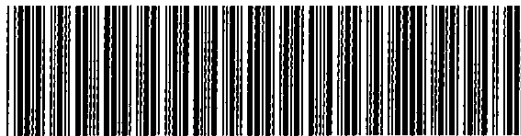
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Merger
2/6/09/9/5/1

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Lew Thompson & Son, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Terry L. Mathews
(Contact Person)

Williams & Anderson PLC
(Firm/Company)

111 Center Street, Suite 2200
(Address)

Little Rock, Arkansas 72201
(City/State and Zip Code)

For further information concerning this matter, please call:

Terry L. Mathews At (501) 372-0800 x 260
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Lew Thompson & Son, Inc.	Arkansas	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Lew Thompson & Son, Inc.	Florida	P03000001063

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 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 January 29, 2008.

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 January 29, 2008.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Lew Thompson & Son, Inc. (AR)

Billy W. Hays

Bobby W. (Lew) Thompson - President

Lew Thompson & Son, Inc. (FL)

Robt W. Thayer

Bobby W. (Lew) Thompson - President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, 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>Lew Thompson and Son, Inc.</u>	<u>Arkansas</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Lew Thompson and Son, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

See attached Exhibit A.

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:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

EXHIBIT "A"
PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into this 2nd day of January, 2003, by and between Lew Thompson and Son, Inc., a Florida corporation (the "Merged Corporation"), and Lew Thompson and Son, Inc., an Arkansas corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation desires to merge with and into the Surviving Corporation in order to effect a change in the place of organization of the Merged Corporation (hereinafter called the "Merger");

WHEREAS, the Board of Directors of the Merged Corporation deem it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to the applicable provisions of the Florida Business Corporation Act (the "Florida Act") and the Arkansas Business Corporation Act (the "Arkansas Act");

WHEREAS, the parties intend that the Merger qualifies as a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, regarding a change in the place of organization of the Merged Corporation, so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes;

WHEREAS, the Board of Directors deem it advisable that the Surviving Corporation shall be the surviving corporation of the Merger and its corporate existence as a continuing corporation under the laws of the State of Arkansas shall not be affected in any manner by reason of the Merger except as set forth herein; and

WHEREAS, this Plan of Merger was approved and adopted by the Board of Directors and all of the shareholders of the Merged Corporation and the Surviving Corporation in the manner prescribed by the Florida Act and the Arkansas Act.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of the Florida Act and the Arkansas Act, that the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I CORPORATE EXISTENCE

The term "Effective Date" shall mean the later of the dates, if not the same, on which the Articles of Merger are filed with the Secretary of State of Arkansas and the Secretary of State of Florida.

On the Effective Date, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Arkansas, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choices in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Plan of Merger.

ARTICLE II ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Date shall, upon the Effective Date, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall, upon the Effective Date, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

**ARTICLE IV
BOARD OF DIRECTORS, OFFICERS AND
SHAREHOLDERS OF SURVIVING CORPORATION**

The Board of Directors, officers and shareholders of the Surviving Corporation in effect immediately prior to the Effective Date shall, upon the Effective Date, be and remain the directors, officers and shareholders of the Surviving Corporation until their successors are elected and qualified or until the shareholders transfer the shareholders' ownership interest in the Surviving Corporation.

**ARTICLE V
OWNERSHIP IN THE SURVIVING CORPORATION**

Immediately prior to the Merger, the shareholders of the Merged Corporation were also the shareholders of the Surviving Corporation, and as a result of the Merger, the ownership interest of the Surviving Corporation's shareholders shall remain the same at the Effective Date of the Merger.

**ARTICLE VI
APPROVAL OF MERGER**

This Plan of Merger has been approved by the Board of Directors and all of the shareholders of the Merged Corporation and the Surviving Corporation.

ARTICLE VII ASSIGNMENT

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in the Surviving Corporation the title to any property or rights of the Merged Corporation, or to otherwise carry out the provisions of this Plan of Merger, the proper officers and directors of the Merged Corporation as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in the Surviving Corporation.

ARTICLE VIII AMENDMENT

At any time before the filing of the Articles of Merger with the Secretary of State of the states of Arkansas and Florida to be filed in connection with this Plan of Merger, the directors of the Surviving Corporation may amend this Plan. If the Articles of Merger already have been filed with the respective Secretaries of State, amended Articles of Merger shall be filed with the Secretaries of State, but only if such amended Articles of Merger can be filed before the Effective Date.

**ARTICLE IX
TERMINATION**

If for any reason consummation of the Merger is inadvisable in the opinion of the

Board of Directors of the Surviving Corporation, this Plan of Merger may be terminated at any time before the Effective Date by resolution of the Board of Directors of the Surviving Corporation. On termination as provided in this Plan of Merger, this Plan of Merger shall be void and of no further effect, and there shall be no liability by reason of this Plan of Merger or the termination of this Plan of Merger on the part of the Surviving Corporation or the Merged Corporation, or their directors, officers, employees, agents, or shareholders.

ARTICLE X EXPENSES

The Surviving Corporation shall pay all expenses of accomplishing the Merger.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

MERGED CORPORATION:

Lew Thompson and Son, Inc., a Florida corporation

By: *Bobby W. Thompson* Pres.
Bobby W. (Lew) Thompson, President

SURVIVING CORPORATION:

Lew Thompson and Son, Inc., an Arkansas corporation

By: *Bobby W. Thompson* Pres.
Bobby W. (Lew) Thompson, President