

PO3000014119

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700270937917

03/25/15--01008--012 **70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 MAR 25 AM 8:08

C.L.
3-27-15

PULLUM & PULLUM, PA
ATTORNEYS AND COUNSELORS AT LAW

J. STEPHEN PULLUM
MARYBETH L. PULLUM

SUITE 701 FIRST FAMILY OAKS
1330 CITIZENS BLVD.
LEESBURG, FL 34748

TELEPHONE: (352) 728-3060

FAX: (352) 728-0003

E-mail: Steve.Pullum@pullumlaw.com

March 23, 2015

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

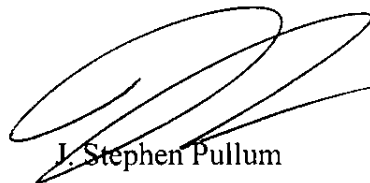
**RE: Articles of Merger – B&B Dealership Properties, Inc. with and into Murphy
Land Company of Albany, Inc.**

Dear Sir/Madam:

Enclosed are Articles of Merger of B&B Dealership Properties, Inc. with and into Murphy Land Company of Albany, Inc. for filing together with the filing fee of \$70.00. Also enclosed is a copy which we would appreciate if you could stamp filed and return to our office in the enclosed self-addressed, stamped envelope.

If you need anything further, please let us know.

Very truly yours,



J. Stephen Pullum

JSP/lms
Enclosures

cc: Dennis Murphy

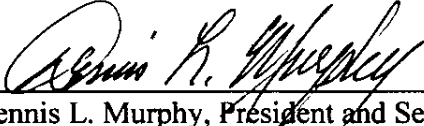
ARTICLES OF MERGER
B&B DEALERSHIP PROPERTIES, INC. P03000014119
WITH AND INTO
MURPHY LAND COMPANY OF ALBANY, INC.

The undersigned corporations do hereby certify with respect to the Merger of B&B Dealership Properties, Inc., a Florida Corporation (the "Merging Corporation"), with and into Murphy Land Company of Albany, Inc., a Georgia Corporation (the "Surviving Corporation"), that:

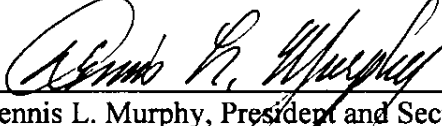
1. A copy of the executed Plan and Agreement of Merger between the Merging Corporation and the Surviving Corporation is attached to and incorporated into these Articles of Merger as Exhibit A (the "Plan of Merger").
2. The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on March 23, 2015 and by the sole shareholder of the Surviving Corporation on March 23, 2015.
3. These Articles of Merger shall be effective on the filing of same with the Secretary of State of Georgia.

DULY EXECUTED and delivered by a duly authorized officer of each of the Surviving Corporation and the Merging Corporation, respectively, effective as of March 23, 2015.

B&B Dealership Properties, Inc.


Dennis L. Murphy, President and Secretary

Murphy Land Company of Albany, Inc.


Dennis L. Murphy, President and Secretary

K:\Murphy, Dennis\Articles of Merger.docx

15 MAR 25 AM 8:08
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

15 MAR 25 AM 8:08

PLAN OF MERGER

**PLAN AND AGREEMENT OF MERGER
BY WHICH
B&B DEALERSHIP PROPERTIES, INC.
MERGES WITH AND INTO
MURPHY LAND COMPANY OF ALBANY, INC.**

This is a Plan and Agreement of Merger ("Agreement") between B&B Dealership Properties, Inc., a Florida Corporation ("Merging Corporation"), and Murphy Land Company of Albany, Inc., a Georgia Corporation ("Surviving Corporation"), and by which Merging Corporation and Surviving Corporation, in consideration of the mutual promises and the terms and conditions set forth below (mutuality, adequacy and sufficiency of which are hereby acknowledged), hereby agree as follows:

ARTICLE 1. PLAN OF MERGER

ARTICLE 1.01. A Plan of Merger of B&B DEALERSHIP PROPERTIES, INC. and MURPHY LAND COMPANY OF ALBANY, INC., pursuant to Section 14-2-1101 & 1104 of the Official Code of Georgia Annotated as to the Surviving Corporation and Florida Statute §§607.1108 and 607.1104 as to the Merging Corporation, is adopted as follows:

- (a) This Plan and Agreement of Merger sets forth the terms and conditions of the Merger (the "Merger") of Merging Corporation with and into Surviving Corporation. Surviving Corporation owns 100% of the issued and outstanding shares of Merging Corporation.
- (b) Merger will otherwise have the effect provided under the laws of the States of Florida and Georgia.
- (c) It is the intention of Merging Corporation and Surviving Corporation that the Merger be treated as a complete liquidation of Merging Corporation in compliance with §332 of the Internal Revenue Code of 1986, as amended.
- (d) Pursuant to Florida Business Corporation Act §607.1105, each of Merging Corporation and Surviving Corporation will execute and file Articles of Merger with the Secretary of State of Florida.
- (e) Pursuant to Georgia Business Corporation Act §14-2-1105, each of Surviving Corporation and Merging Corporation will execute and file Articles of Merger with the Secretary of State of Georgia.
- (f) The Merger will be effective on the filing of the Articles of Merger with the Secretary of State of Georgia.

(g) B&B Dealership Properties, Inc. shall be merged with and into Murphy Land Company of Albany, Inc., to exist and be governed by the laws of the State of Georgia.

(h) The manner and basis of converting, cancelling or extinguishing shares of Merging Corporation and Surviving Corporation will be as follows:

- a. Stock of Merging Corporation. At the effective date of the Merger, each share of stock of Merging Corporation issued and outstanding immediately prior to the Effective Time of the Merger, including any shares that are then held in Merging Corporation's treasury, will, by virtue of the Merger and without any further action on the part of any Merging Corporation shareholder be extinguished and cancelled.
- b. The shareholders of the Murphy Land Company of Albany, Inc. will retain their shares as shares in the Surviving Corporation in the same amount as before the Plan of Merger. No additional shares need be issued by the Surviving Corporation since it owned all shares of the B&B Dealership Properties, Inc., which has been merged into the Surviving Corporation.
- c. The Articles of Incorporation of the Murphy Land Company of Albany, Inc., as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in the Articles or as provided by law.
- d. The Bylaws of Surviving Corporation as in effect as the effective time of the Merger will continue to be the Surviving Corporation's Bylaws until altered, amended, or repealed as provided therein.
- e. At the effective time of the Merger, the persons who are the directors and officers of Surviving Corporation immediately prior to the Merger becoming effective will continue to be Surviving Corporation's directors and officers.

EFFECTIVE TIME.

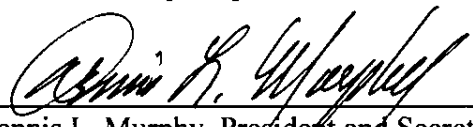
1.02. The effective time of the Merger ("Effective Time") shall be the time when the Articles of Merger are delivered to the Secretary of State.

CONTROLLING LAW.

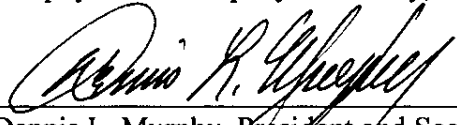
2.01. Whatever the validity, interpretation, and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Georgia.

IN WITNESS WHEREOF this Agreement was executed on the 14 day of March, 2015.

B&B Dealership Properties, Inc.


Dennis L. Murphy, President and Secretary

Murphy Land Company of Albany, Inc.


Dennis L. Murphy, President and Secretary

This instrument was prepared by J. Stephen Pullum, Esq. whose address is: Pullum & Pullum, P.A., 1330 Citizens Boulevard, Suite 701, Leesburg, Florida 34748. Telephone: (352) 728-3060; Facsimile: (352) 728-0003; E-Mail: steve.pullum@pullumlaw.com

K:\Murphy, Dennis\Plan of Merger.docx

15 MAR 25 AM 8:08
SECRETARY OF STATE
DIVISION OF RECORDS & ADMINISTRATION