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09 AUG 11 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

08/17/09

Dc

**ALBERT J. STOPKA, III, P.A.**

ATTORNEY AT LAW  
P. O. Box 300  
108 Mosley Drive  
Lynn Haven, FL 32444

Telephone: (850) 785-6600

Facsimile: (850) 872-9158

August 10, 2009

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

**Federal Express**

RE: Ed & Eddys, Inc.  
Skate PCB, Inc.  
Our File No. 1544.1

To Whom It May Concern:

Enclosed please find the original Articles of Merger (Profit Corporation) with attached Plan of Merger in connection with the above referenced corporations, together with our firm's check in the amount of \$70.00 for payment of the following costs:

Filing Fees	\$ 70.00 (1 Surviving & 1 Merging Corp.)
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Please file the Articles of Merger upon receipt of same. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to give me a call.

Sincerely,

ALBERT J. STOPKA, III, P.A.

Mary Boyd, Legal Assistant to  
Albert J. Stopka, III

mb  
Enclosure(s)

cc: Wayne & Linda Andrus

**ARTICLES OF MERGER  
(Profit Corporation)**

**FILED**  
09 AUG 11 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 the surviving corporation is ED & EDDYS, INC.

The jurisdiction of the surviving corporation is Florida.

The Document Number of the surviving corporation is P03000052016.

**SECOND:** The name of the merging corporation is SKATE PCB, INC.

The jurisdiction of the merging corporation is Florida.

The document number of the merging corporation is P03000129885.

**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.

**FIFTH:** Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the shareholders of the surviving corporation on  
12-31-07.

**SIXTH:** Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on  
12-31-07.

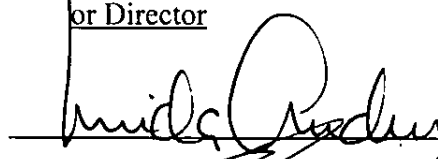
**SEVENTH: SIGNATURES FOR EACH CORPORATION:**

Name of Corporation

Signature of an Officer  
or Director

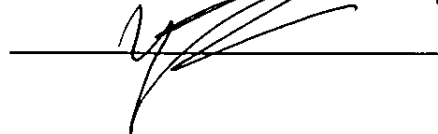
Typed or Printed Name  
of Individual & Title

ED & EDDYS, INC.



Linda Andrus, President

SKATE PCB, INC.



Wayne Andrus, President

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Merger were acknowledged before me this 20  
day of July, 2009, by LINDA ANDRUS, as President of ED & EDDYS, INC.,  
a Florida corporation, who: (Notary **must** check applicable box)

- ☒ is personally known to me.  
☐ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification

(SEAL)



Mary Boyd  
MARY BOYD  
(Print Name)

Notary Public  
Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Merger were acknowledged before me this 20  
day of July, 2009, by WAYNE ANDRUS, as President of SKATE PCB, INC.,  
a Florida corporation, who: (Notary **must** check applicable box)

- ☒ is personally known to me.  
☐ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification

(SEAL)



Mary Boyd  
MARY BOYD  
(Print Name)

Notary Public  
Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**Plan of Merger**

Plan of merger dated December 31, 2007 ED & EDDYS, INC., a Florida corporation, hereinafter referred to as the "surviving corporation," and SKATE PCB, INC., a Florida corporation, hereinafter referred to as the "absorbed corporation."

WHEREAS, ED & EDDYS, INC., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 513 Beckrich Road, Panama City Beach, Florida and

WHEREAS, ED & EDDYS, INC., has a capitalization of TEN THOUSAND (10,000.00) authorized shares of ONE DOLLAR (\$1.00) common stock, of which ONE THOUSAND, ONE HUNDRED AND NINETY-FOUR (1,194) shares are issued and outstanding; and

WHEREAS, SKATE PCB, INC., is a corporation organized and existing under the laws of the State of Florida with its principal office at 513 Beckrich Road, Panama City Beach, Florida; and

WHEREAS, SKATE PCB, INC., has a capitalization of TEN THOUSAND (10,000) authorized shares of ONE DOLLAR (\$1.00) common stock of which ONE HUNDRED (100) shares are issued and outstanding; and

WHEREAS, The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that SKATE PCB, INC., be merged into ED & EDDYS, INC., pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** SKATE PCB, INC., shall merge with and into ED & EDDYS, INC., which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

Each share of SKATE PCB, INC., shall be exchanged for one share of ED & EDDYS, INC.: such that one hundred (100) shares of ED & EDDYS, INC., shall be tendered to Wayne Andrus in exchange for his one hundred (100) shares of SKATE PCB, INC., which constitute all of the issued and outstanding shares of SKATE PCB, INC.

(a) Each share of the \$1.00 common stock of SKATE PCB, INC., issued and outstanding on the effective date of the merger shall be converted into one share of the \$1.00 common stock of ED & EDDYS, INC., which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

(d) The Shareholder Agreement governing the shares of the surviving corporation shall govern and be binding upon any and all shares issued in exchange for shares of the absorbed corporations.

4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. **Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 31, 2008, or at such other time as to which the boards of directors of the constituent corporations may agree.

8. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

9. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

[Corporate Seal]

ED & EDDYS, INC.

\_\_\_\_\_  
Linda Andrus  
as President

Attest:

\_\_\_\_\_  
Secretary

[Corporate Seal]

SKATE PCB, INC.

\_\_\_\_\_  
Wayne Andrus  
as President

Attest:

\_\_\_\_\_  
Secretary