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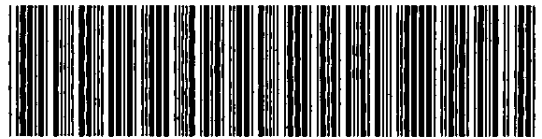
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2008 DEC 31 AM 9:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** FAITH PLACE, INC.

(Name of Surviving Party)

Please return all correspondence concerning this matter to:

G. C. BETZ-JACKSON

(Contact Person)

FAITH PLACE, INC.

(Firm/Company)

6482 SW 80TH AVENUE

(Address)

TRENTON, FLORIDA 32693

(City, State and Zip Code)

For further information concerning this matter, please call:

G. C. BETZ-JACKSON

(Name of Contact Person)

at ( 352 ) 463-0700

(Area Code and Daytime Telephone Number)



Certified Copy (optional) \$8.75

**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

**ARTICLES OF MERGER OF  
FAITH PLACE, INC.  
AND  
HOPE PLACE, INC.**

**FILED**  
2008 DEC 31 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, officers of **Faith Place, Inc.**, a Florida corporation (hereinafter referred to as "Faith"), and **Hope Place, Inc.**, a Florida corporation (hereinafter referred to as "Hope"), respectfully submit these Articles of Merger pursuant to the requirements of Florida Statutes § 607.1105 in order to consummate the merger of the corporations and set forth as follows:

- I. The names of the corporations being merged are Faith Place, Inc. and Hope Place, Inc.
1. Faith shall be the surviving corporation as the result of merger.
2. The merger will be consummated by exchanging one (1) share of Hope for one (1) share of Faith.
3. All of the issued and outstanding shares of common stock of Hope will be canceled in exchange for the issuance of 10,000 shares of Faith \$0.01 par value common stock.
4. Pursuant to the Plan of Merger, Hope corporate assets and liabilities will be transferred and assumed by Faith, and the separate corporate existence of Hope shall cease.
5. The merger has been unanimously approved by all of the shareholders of the Hope corporation and all of the Faith shareholders via an Action by Consent, dated December 30, 2008.

6. The effective date of the merger shall be when filed with the office of the Secretary of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed on this 30 day of December, 2008.

**FAITH PLACE, INC.**  
a Florida corporation

By: Lamar T. Matthews  
LAMAR T. MATTHEWS, President

Attested to By: Latrecia A. Baker  
LATRECIA A. BAKER, Secretary

**HOPE PLACE, INC.**  
a Florida corporation

By: Lamar T. Matthews  
LAMAR T. MATTHEWS, President

Attested to By: Latrecia A. Baker  
LATRECIA A. BAKER, Secretary

## **PLAN OF MERGER**

Plan of Merger for **FAITH PLACE, INC.** a Florida corporation (hereinafter referred to as "Faith"), and **HOPE PLACE, INC.**, a Florida corporation (hereinafter referred to as "Hope"), pursuant to the requirements of Florida Statutes, Section 607.1101 the Plan of Merger is set forth as follows:

1. The names of the corporations being merged are Faith Place, Inc. and Hope Place, Inc.
2. As a result of the merger, Faith will be the surviving corporation.
3. As a result of the merger, all of the issued and outstanding common stock of Hope will be redeemed in exchange for 10,000 shares of Faith \$0.01 par value common stock.
4. The merger will be conditioned upon the approval of one hundred percent (100%) of the outstanding shares of Hope's and Faith's shareholders.
5. As a result of the merger, the Hope corporate assets and liabilities will be transferred and assumed by Faith and the separate corporate existence of Hope shall cease.
6. Faith's shareholders shall waive any preemptive rights which they may have had to purchase additional shares and consent to the issuance of shares as set forth in this Plan of Merger.
7. The benefits of merging the two corporations will be cost savings.
8. The merger will be a tax-free reorganization pursuant to § 368(a)(1)(A) of the Internal Revenue Code of 1986.