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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
C.COULLIETTE

JAN 28 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: E.F. SAN JUAN OF ALABAMA, 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:

Edward A. Hutchison, Jr., Esq.
Contact Person

Burke Blue Hutchison Walters & Smith, P.A.
Firm/Company

221 McKenzie Avenue
Address

Panama City, FL 32401
City/State and Zip Code

easj@efsanjuan.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Edward A. Hutchison, Jr., Esq. At (850) 769-1414 ext 264
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)
E.F. San Juan of Alabama, Inc.	Florida	P03000091479

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Temporary E.F. San Juan, Incorporated	Florida	P090000097833
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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TALLAHASSEE, FLORIDA

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 11/30/09.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 11/30/09 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 11/30/09.

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)

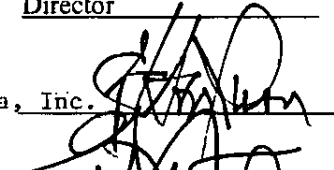
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

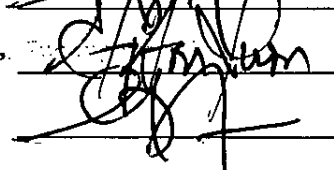
Typed or Printed Name of Individual & Title

E.F. San Juan of Alabama, Inc.



Edward F. San Juan, President & Director

Temporary E.F. San Juan, Inc.
Incorporated



Edward A. San Juan, VP & Director

Edward F. San Juan, President & Director

Edward A. San Juan, VP & Director

PLAN OF MERGER AND
ARTICLES OF MERGER OF
TEMPORARY E.F. SAN JUAN, INCORPORATED, a Florida corporation
and
E.F. SAN JUAN OF ALABAMA, INC., a Florida corporation
into
E.F. SAN JUAN OF ALABAMA, INC., a Florida corporation

THIS Plan of Merger and Articles of Merger is made and entered into this 30th day of November, 2009, with an effective date of December 31, 2009, by and between TEMPORARY E.F. SAN JUAN, INCORPORATED ("TEMPORARY EFSJ"), E.F. SAN JUAN OF ALABAMA, INC. (EFSJ OF AL), EDWARD F. SAN JUAN and EDWARD A. SAN JUAN (collectively the "SHAREHOLDERS").

RECITALS:

A. TEMPORARY EFSJ is a wholly owned subsidiary of E.F. SAN JUAN, INCORPORATED, a Florida corporation ("EFSJ").

B. EFSJ OF AL is a Florida entity owning assets in Alabama and is owned solely by the SHAREHOLDERS.

C. Pursuant to these Articles of Merger, TEMPORARY EFSJ shall be merged into EFSJ OF AL. The SHAREHOLDERS shall exchange their shares of stock in EFSJ OF AL for shares of stock in the parent corporation of TEMPORARY EFSJ.

D. The merger of TEMPORARY EFSJ and EFSJ OF AL shall be a statutory merger and a tax free reorganization as set forth under IRC Section 368 (a)(1)(A).

NOW, THEREFORE, in consideration of the mutual covenants and conditions set forth herein including the recitals set forth above, TEMPORARY EFSJ and EFSJ OF AL together with the SHAREHOLDERS enter into these Articles of Merger and agree as follows:

1. Recitals. The above recitals are all true and correct and incorporated herein.
2. Names of Constituent Corporations. The name of each Constituent Corporation is TEMPORARY E.F. SAN JUAN, INCORPORATED, a Florida corporation and E.F. SAN JUAN OF ALABAMA, INC., a Florida corporation. The name of the Surviving Corporation shall be E.F. SAN JUAN OF ALABAMA, INC., a Florida corporation and subsequent to the merger its name shall remain E.F. SAN JUAN OF ALABAMA, INC., a Florida corporation.
3. Shares of Constituent Corporations. As to each Constituent Corporation, the designation and number of outstanding shares of common stock and the voting rights are:

(a) TEMPORARY EFSJ has outstanding 1,000 shares of voting common stock. The sole shareholder of TEMPORARY EFSJ is its parent corporation, EFSJ.

(b) EFSJ OF AL has outstanding 1,000 shares of voting common stock owned solely by the SHAREHOLDERS.

(c) The parent corporation of TEMPORARY EFSJ has outstanding 100 shares of voting common stock owned solely by the SHAREHOLDERS.

(d) The number of shares set forth above is not subject to change prior to the effective date of the merger.

(e) At the effective date of the merger, the SHAREHOLDERS shall exchange their shares of EFSJ OF AL for shares in the parent corporation, EFSJ.

(f) After the effective date of the merger, the SHAREHOLDERS shall continue to be the sole SHAREHOLDERS of EFSJ with additional shares issued to them and EFSJ OF AL shall be a wholly owned subsidiary of EFSJ.

4. Terms and Conditions of Proposed Merger. The terms and the conditions of the proposed merger are as follows:

(a) The By-Laws of the Surviving Corporation, as it exist on the effective date of the merger, shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein.

(b) The first annual meeting of the shareholders of the Surviving Corporation held after the effective date of the merger shall be the next annual meeting provided by the By-Laws of EFSJ OF AL, one of the Constituent Corporations.

(c) The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the date when the merger shall become effective and may be called or may be convened in the manner provided in the By-Laws of EFSJ OF AL, one of the Constituent Corporations, for the purpose of calling a special meeting of the Board of Directors of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting.

(d) All persons who shall be officers of EFSJ OF AL, one of the Constituent Corporations, on the effective date of the merger shall be and remain in same respective offices of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall elect or appoint their successors.

(e) When the merger shall become effective, the separate existence of TEMPORARY EFSJ shall cease and said corporation shall be merged in accordance with the provisions of this plan into EFSJ OF AL which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations, and all of the property, real and personal including subscriptions for shares, causes of action in every other asset of each of the Constituent Corporations, including, without limitation, the name, trademarks, trade names of each Constituent Corporation, shall vest in each Surviving Corporation without further act or deed, except that if the Surviving Corporation shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the directors and officers of either Constituent Corporation shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligations due or to become due, claim or demand for any cause existing against either Constituent Corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil and criminal, then pending by or against either Constituent Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either Constituent Corporation.

5. Manner and Basis of Converting Shares of Constituent Corporations Into Shares of the Parent Corporation of the Surviving Corporation. The manner and basis of converting shares of the Constituent Corporation into shares of the parent of the Surviving Corporation shall be as follows:

(a) All of the outstanding common shares of TEMPORARY EFSJ outstanding on the effective date of the merger and all rights in respect thereto, shall forthwith, upon such effective date, be converted into, and become exchanged for 1,000 common shares of the Surviving Corporation, and the holder of the common shares of TEMPORARY EFSJ shall thereafter be entitled, upon presentation for surrender to EFSJ OF AL or its agent, of the certificate or certificates representing the shares of fully-paid and non-assessable common shares of the Surviving Corporation to which such holder shall be entitled on the aforesaid basis of conversion in exchange. The SHAREHOLDERS shall surrender their shares of EFSJ OF AL for 100 shares of the common stock of EFSJ, the parent of TEMPORARY EFSJ.

(b) Any shares of any class of TEMPORARY EFSJ held in its treasury on the effective date of the merger will be canceled.

(c) All of the outstanding common shares of TEMPORARY EFSJ outstanding on the effective date of the merger and all rights in respect thereto, shall forthwith, upon such effective date, be converted into, and become exchanged for 1,000 common shares of the Surviving Corporation, and each holder of the common shares of EFSJ OF AL shall thereafter be entitled, upon

presentation for surrender to EFSJ OF AL or its agent, of the certificate of certificates representing such shares, to receive an exchange therefor a certificate or certificates representing the shares of fully-paid and non-assessable common shares of the parent of the Surviving Corporation to which such holder shall be entitled on the aforesaid basis of conversion in exchange.

6. Miscellaneous Provisions.

a. This plan shall be submitted to the respective SHAREHOLDERS of the Constituent Corporations as provided for by law for the adoption thereof by the requisite votes of the SHAREHOLDERS of each of the Constituent Corporations as provided by law, all in accordance with Chapter 607 of the Florida Statutes.

b. If, at any time prior to the effective date hereof, events or circumstances occur, which in the opinion of the majority of the Board of Directors of either Constituent Corporation, renders it inadvisable to consummate the merger, this Plan of Merger shall not become effective even though the provisions previously adopted by the SHAREHOLDERS of the Constituent Corporations as herein before provided. The filing of the Articles of Merger shall conclusively establish that no action to terminate this plan has been taken by the Board of Directors of either Constituent Corporation.

c. For convenience of the parties and to facilitate the approval of this plan, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

d. It is intended that this Plan of Merger qualify as a corporate reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

e. The effective date of this plan shall be December 31, 2009.

7. Articles of Incorporation of Surviving Corporation.

a. The Articles of Incorporation of the Surviving Corporation shall not contain any amendments or changes.

b. The foregoing plan has been duly approved by the respective Boards of Directors of each Constituent Corporation on the following dates:

Name of Corporation

Dates of Approval

E.F. SAN JUAN OF ALABAMA, INC.

11-30-2009

TEMPORARY E.F. SAN JUAN,
INCORPORATED

11-30-2009

c. The SHAREHOLDERS of TEMPORARY EFSJ approved the Plan of Merger on 11-30-2009, and the SHAREHOLDERS of EFSJ OF AL approved the Plan of Merger on 11-30-2009.

d. The number of outstanding shares of stock of TEMPORARY EFSJ entitled to vote is 1,000 shares; and the outstanding shares of stock of EFSJ OF AL entitled to vote is 1,000 shares of stock.

e. As to TEMPORARY EFSJ 1,000 shares of stock were voted for the Plan and no shares were voted against the Plan or abstained from voting; and as to EFSJ OF AL 1,000 shares of stock were voted for the Plan and no shares were voted against the Plan or abstained from voting.

IN WITNESS WHEREOF, these Articles of Merger are adopted and entered into this 30th day of November, 2009 with an effective date of December 31, 2009.

E.F. SAN JUAN OF ALABAMA, INC.,
a Florida corporation


EDWARD F. SAN JUAN, President

Attest:


EDWARD A. SAN JUAN, Vice-President

TEMPORARY E.F. SAN JUAN,
INCORPORATED, a Florida corporation


EDWARD F. SAN JUAN, President

Attest:


EDWARD A. SAN JUAN, Vice-President