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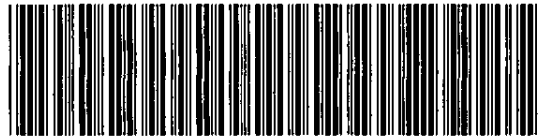
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts MAR 24 2008

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WILLCOX & SAVAGE

ATTORNEYS AT LAW

Kirk G. Scifres  
Paralegal  
(757) 628-5533  
kscifres@wilsav.com

37422.001

March 19, 2008

**Via U.S. Mail**

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

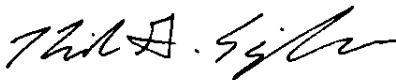
Re: Filing Articles of Merger

Dear Sir/Madam:

Enclosed, for filing in your office, please find articles of merger for RLH Jr, Inc., a Florida corporation (the "merging corporation"), to merge with and into R.L.H. Jr., Inc., a Tennessee corporation (the "surviving corporation"). A check in the amount of \$70 is also enclosed to cover the cost of said filing. Please send evidence of filing to me at the Norfolk address listed below.

If you have any questions, do not hesitate to contact me at (757) 628-5533. Thank you for your assistance in this matter.

Sincerely,



Kirk G. Scifres

KGS  
Enclosures

I-807894.1

Reply to Norfolk Office

ONE COMMERCIAL PLACE SUITE 1800 NORFOLK, VIRGINIA 23510 757.628.5500 FACSIMILE 757.628.5566  
222 CENTRAL PARK AVENUE SUITE 1500 VIRGINIA BEACH, VIRGINIA 23462 757.628.5600 FACSIMILE 757.628.5659

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**ARTICLES OF MERGER OF  
RLH JR, INC.,  
A FLORIDA CORPORATION,  
WITH AND INTO  
R.L.H. JR., INC.,  
A TENNESSEE CORPORATION**

FILED  
08 MAR 24 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with Section 607.1105 and 607.1107 of the Florida Statutes:

**ARTICLE I.**

The name and state of organization/incorporation of each of the constituent entities involved in the merger contemplated by these Articles of Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
RLH Jr, Inc.	Florida
R.L.H. Jr., Inc.	Tennessee

**ARTICLE II.**

The Plan of Merger is as follows:

1. RLH Jr, Inc., a Florida corporation (the "Merging Company"), will merge with and into R.L.H. Jr., Inc., a Tennessee corporations (the "Surviving Company") (the "Merger").
2. At the Effective Date (defined below), (a) all of the shares of capital stock in the Merging Company shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to be shares of capital stock in the Merging Company and shall be converted into shares of capital stock of the surviving company, with a ratio of one (1) share in the Merging Company converting to one (1) share in the Surviving Company, no additional shares of capital stock of the Surviving Company shall be issued therefor, (b) all of the assets and liabilities of the Merging Company shall become assets and liabilities of the Surviving Company, and (c) the shares of capital stock of the Surviving Company shall not be affected in any way by the Merger.

3. The Articles of Incorporation and Bylaws of the Surviving Company at the Effective Date shall be the Articles of Incorporation and Bylaws of the merged entities from and after the Effective Date unless and until amended or restated in accordance with applicable law.

4. The foregoing Plan of Merger is permitted under, and shall be effectuated in accordance with, the laws of the State of Tennessee and the State of Florida. The Surviving Company shall be a Tennessee corporation.

5. This Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by the mutual consent in writing of each of the Merging Company and the Surviving Company.

6. The Merger shall occur and be effective on upon the filing of Articles of Merger (the "Effective Date").

### ARTICLE III.

The Plan of Merger was adopted by each of the Merging Company and the Surviving Company as follows:

1. The Board of Directors of the Merging Company approved and submitted the Plan of Merger to the shareholders of the Merging Company and the Plan of Merger was approved and adopted by the shareholders of the Merging Company by record of action in writing dated as of February 18, 2008 in accordance with all applicable laws of the State of Florida and with all constituent documents of the Merging Company.

2. The Board of Directors of the Surviving Company approved and submitted the Plan of Merger to the shareholders of the Surviving Company and the Plan of Merger was approved and adopted by the shareholders of the Surviving Company by record of action in writing dated as of February 18, 2008 in accordance with all applicable laws of the State of Tennessee and with all constituent documents of the Surviving Company.

#### ARTICLE IV.

The foregoing Plan of Merger is permitted by the laws of the State of Florida, under which the Merging Company is organized, and the laws of the state of Tennessee, under which the Surviving Company is organized. Each of the Merging Company and the Surviving Company has complied with all applicable provisions of Florida and Tennessee law in authorizing and effecting the Merger, and all conditions required by the laws of the State of Tennessee and the State of Florida will be satisfied in connection with the Merger.

#### ARTICLE V.

The merger contemplated by these Articles of Merger shall occur and be effective upon the filing of these Articles of Merger.

\* \* \* \* \*

The undersigned declare that the facts herein stated are true as of February 18, 2008.

**MERGING COMPANY:**

RLH JR, INC.,  
a Florida corporation

By: Nancy J. Hart (SEAL)  
Nancy J. Hart  
President

**SURVIVING COMPANY:**

R.L.H. JR., INC.,  
a Tennessee corporation

By: Nancy J. Hart (SEAL)  
Nancy J. Hart  
President