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CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

MacDougald Management, Inc.

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
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<input type="checkbox"/>	Other



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 24, 2004

UCC Filing & Search Services, Inc.
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SUBJECT: MACDOUGALD MANAGEMENT, INC.
Ref. Number: P04000158696

We have received your document for MACDOUGALD MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 504A00066730

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*per our conversation
please back-date*

*Thanks
[Signature]*

12/31/04

FILED
04 NOV 24 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF

MacDOUGALD MANAGEMENT, INC., a Nevada corporation
with and into
MacDOUGALD MANAGEMENT, INC., a Florida corporation

The undersigned corporations, in accordance with the Florida Business Corporation Act and Nevada Revised Statutes, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the Merger and these Articles of Merger are MacDougald Management, Inc., a Florida corporation, (the "Surviving Corporation") and MacDougald Management, Inc., a Nevada corporation, (the "Merged Corporation").

ARTICLE II. Surviving Corporation. The corporation to survive the Merger is MacDougald Management, Inc., a Florida corporation, which shall continue under its present name.

ARTICLE III. Plan of Merger and Effective Date. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger"). The Effective Date of the merger shall be as of the close of business on December 31, 2004.

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the sole shareholder and the members of the Board of Directors of both the Surviving Corporation and the Merged Corporation by unanimous written action of even date herewith as required by the laws of the State of Florida and Nevada which vote is sufficient for approval and no statement as to the rights of dissenting shareholders, is required.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 19th day of November 2004.

MacDOUGALD MANAGEMENT, INC., a
Nevada corporation

By: Suzanne MacDougald
Suzanne MacDougald
President

MacDOUGALD MANAGEMENT, INC., a
Florida corporation

By: Suzanne MacDougald
Suzanne MacDougald
President

AGREEMENT OF MERGER
AND
PLAN OF MERGER

This AGREEMENT OF MERGER AND PLAN OF MERGER (the "Agreement"), is made and entered into this 19th day of November, 2004 to be effective as set forth herein by and between MacDougald Management, Inc., a Florida corporation (the "Surviving Corporation") and MacDougald Management, Inc., a Nevada corporation (the "Merged Corporation").

Recitals

A. The Surviving Corporation and the Merged Corporation desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of changing its place of organization pursuant to the provisions of Section 368(a)(1)(F) of such Code by effecting a merger pursuant to Nevada and Florida law.

B. The Surviving Corporation desires to merge and combine with the Merged Corporation in order to expand its business, further its corporate purpose, and achieve administrative efficiencies.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and Reorganization:

1. Plan of Merger. On the Effective Date (as defined in Section 4 below) MacDougald Management, Inc., a Nevada corporation, shall merge with and into MacDougald Management, Inc., a Florida corporation, in accordance with the merger laws of the States of Nevada and Florida. MacDougald Management, Inc., a Florida corporation, shall continue to exist under the laws of the State of Florida as the Surviving Corporation and the separate existence of MacDougald Management, Inc., a Nevada corporation shall terminate on the Effective Date of the Merger.

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation and shall not be changed by virtue of the Merger.

3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law, or

4. Effective Date of the Merger. The date the Merger shall become effective (the "Effective Date") shall be as of the close of business on December 31, 2004.

5. Effect of Merger. On the Effective Date of the Merger the separate existence of the Merged Corporation shall cease. As provided by the Florida Business Corporation Act and the Nevada Revised Statutes, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and be subject to all the restrictions, disabilities and duties of each such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such Merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such Merger.

6. Exchange of Shares. On the Effective Date of the Merger, each issued share of the Merged Corporation shall be cancelled due to the fact that the sole shareholder of the Merged Corporation owns all of the stock of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share of stock of the Surviving Corporation which is issued as of the Effective Date of the Merger shall continue to represent one issued share of the Surviving Corporation.

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(F) of the Internal Revenue Code, as amended, and each of the parties represents and warrants that it will file its tax


returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal Revenue Code.

8. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporation as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.


9. Amendment/Abandonment of Plan. The sole Shareholder of each of the Merged Corporations and the sole Shareholder of the Surviving Corporation has authorized the Board of Directors of each of the Merged Corporations and the Board of Directors of the Surviving Corporation, respectively, to amend this Agreement of Merger and Plan of Merger or abandon the Merger, prior to the Effective Date of the Merger, without further action of the Shareholder.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

MACDOUGALD MANAGEMENT, INC.,
a Nevada corporation

By: 
Suzanne M. MacDougald
President

MACDOUGALD MANAGEMENT, INC.,
a Florida corporation

By: 
Suzanne M. MacDougald
President