

P05000068889

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

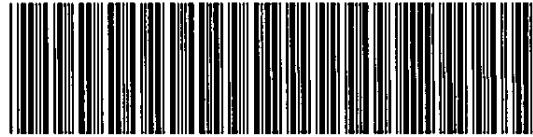
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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14 FEB 18 PM 4:37
TALLAHASSEE, FLORIDA

Marger
FEB 19 2014

R. WHITE



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SAWYER OAKS PROFESSIONAL PARK
5602 MARQUESAS CIRCLE, SUITE 212
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JOHN W. WEST III
ATTORNEY AT LAW
BOARD CERTIFIED TAX ATTORNEY
CERTIFIED PUBLIC ACCOUNTANT
JWEST@INTERCOASTALLAWGROUP.COM
ALSO ADMITTED IN D.C.



February 12, 2014

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

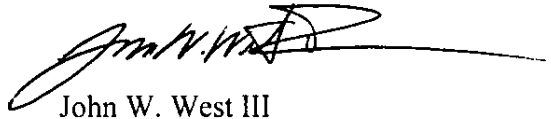
Re: Jessup's Major Appliance Centers, Inc.

Dear Sir/Madam:

Enclosed are Two (2) copies of a plan of Merger and Articles of Merger and our firm check for One Hundred Thirteen dollars and Seventy -Five Cents (\$133.75). Please return all correspondence and our Certified Copy to my attention, at the address listed above.

If you require anything additional, please contact me.

Very truly yours,



John W. West III

ARTICLES OF MERGER

(Profit Corporation)

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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 and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
JESSUP'S THREE, INC.	Florida	P05000068555

(name changed to: JESSUP'S MAJOR APPLIANCE CENTERS, INC.)

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
JESSUP'S TWO, INC.	Florida	P00000084399
JESSUP'S FOUR, INC.	Florida	P10000055140

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective April 1, 2014.

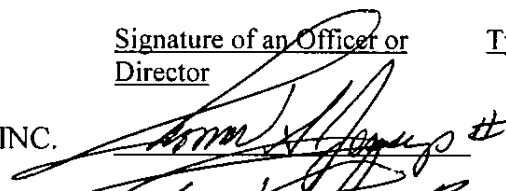
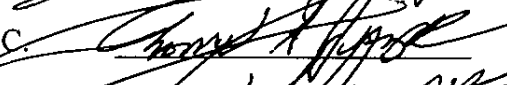
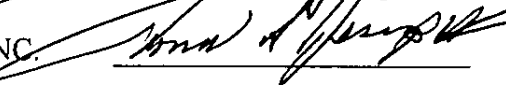
Fifth: Adoption of Merger by surviving corporation

The Plan of Merger was adopted by the shareholders of the surviving corporation on January 29, 2014.

Sixth: Adoption of Merger by merging corporations

The Plan of Merger was adopted by the shareholders of the merging corporations on January 29, 2014.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
JESSUP'S THREE, INC.		Thomas S. Jessup II, President
JESSUP'S TWO, INC.		Thomas S. Jessup II, President
JESSUP'S FOUR, INC.		Thomas S. Jessup II, President

ARTICLES OF MERGER

(Profit Corporation)

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>
JESSUP'S THREE, INC.	Florida	P05000068555
(name changed to: JESSUP'S MAJOR APPLIANCE CENTERS, INC.)		

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
JESSUP'S TWO, INC.	Florida	P00000084399
JESSUP'S FOUR, INC.	Florida	P10000055140

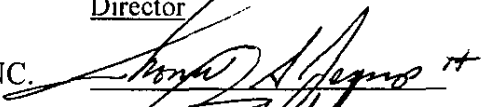
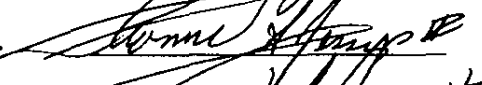
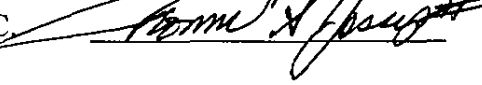
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective April 1, 2014.

Fifth: Adoption of Merger by **surviving** corporation
The Plan of Merger was adopted by the shareholders of the surviving corporation on January 29, 2014.

Sixth: Adoption of Merger by **merging** corporations
The Plan of Merger was adopted by the shareholders of the merging corporations on January 29, 2014.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
JESSUP'S THREE, INC.		Thomas S. Jessup II, President
JESSUP'S TWO, INC.		Thomas S. Jessup II, President
JESSUP'S FOUR, INC.		Thomas S. Jessup II, President

PLAN OF MERGER

THIS PLAN OF MERGER is dated April 1, 2014, between JESSUP'S TWO, INC., a Florida corporation, (hereinafter referred to as "JESSUP'S TWO"), JESSUP'S THREE, INC., a Florida corporation, (hereinafter referred to as "JESSUP'S THREE") and JESSUP'S FOUR, INC., a Florida corporation, (hereinafter referred to as "JESSUP'S FOUR"), and collectively hereinafter referred to as the "CORPORATIONS") and the undersigned Shareholders and Directors of the Corporations.

WITNESSETH:

WHEREAS, JESSUP'S TWO, JESSUP'S THREE and JESSUP'S FOUR are all corporations organized and existing under the laws of the State of Florida. The principal office of JESSUP'S TWO is 231 301 Boulevard East, Bradenton, FL 34208. The principal office of JESSUP'S THREE is 3765 Bee Ridge Road, Sarasota, FL 34233. The principal office of JESSUP'S FOUR is 1019 Tamiami Trail, Port Charlotte, FL 33953; and

WHEREAS, JESSUP'S TWO currently has a capitalization of Ten Thousand (10,000) authorized shares of \$1.00 Par Value Common Stock, of which One Hundred (100) shares are currently issued and outstanding; and

WHEREAS, JESSUP'S THREE currently has a capitalization of Ten Thousand (10,000) authorized shares of \$1.00 Par Value Common Stock, of which One thousand (1,000) shares are currently issued and outstanding; and

WHEREAS, JESSUP'S FOUR currently has a capitalization of Two Hundred Thousand (200,000) authorized shares of \$1.00 Par Value Common Stock, of which Two Hundred Thousand (200,000) shares are currently issued and outstanding; and

WHEREAS, The Boards of Directors of the Corporations deem it desirable and in the best interest of the Corporations and their shareholders that the Corporations merge their operations under one surviving entity. This merger shall be pursuant to the provisions 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 hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE - MERGER

Effective April 1, 2014, JESSUP'S TWO and JESSUP'S FOUR shall merge into JESSUP'S THREE, and thereafter JESSUP'S TWO and JESSUP'S FOUR shall cease to exist. JESSUP'S THREE will be the surviving Corporation. Simultaneously with this reorganization, the surviving entity, JESSUP'S THREE, will change its name to JESSUP'S MAJOR APPLIANCE CENTERS, INC.

SECTION TWO – TERMS AND CONDITIONS OF THE MERGER

The merger shall be effected as follows: On the effective date of the Merger, each holder of certificates for shares of Common Stock in JESSUP'S TWO, JESSUP'S THREE and JESSUP'S FOUR shall surrender them to the duly appointed agent of JESSUP'S THREE, in such manner as the Directors shall legally require. The duly

appointed agent shall issue Ten (10) shares of the Common Stock in JESSUP'S MAJOR APPLIANCE CENTERS, INC. (formally JESSUP'S THREE) for each combined surrender of One (1) share of the common stock of JESSUP'S TWO and Ten (10) shares of the common stock of JESSUP'S THREE and Two Thousand (2,000) shares of the common stock of JESSUP'S FOUR surrendered in exchange therefore. All assets and liabilities of JESSUP'S TWO, JESSUP'S THREE and JESSUP'S FOUR shall thereafter be assets and liabilities of JESSUP'S MAJOR APPLIANCE CENTERS, INC.

SECTION THREE - CORPORATE STATUS UNDER THE INTERNAL REVENUE CODE

JESSUP'S MAJOR APPLIANCE CENTERS, INC. (formally JESSUP'S THREE, INC.) will continue to be treated as an S Corporation under the Internal Revenue Code of 1986, as amended.

SECTION FOUR - CHANGES IN ARTICLES OF INCORPORATION

To implement this Merger, Article 1 of the Articles of Incorporation, duly filed on May 10, 2005, shall be amended in its entirety as follows:

ARTICLE 1 – NAME

The name of the Corporation is:

JESSUP'S MAJOR APPLIANCE CENTERS, INC.

SECTION FIVE - EFFECTIVE DATE OF MERGER

The effective date of this Merger shall be April 1, 2014.

SECTION SIX - EXECUTION OF AGREEMENT

This Plan of Merger has been adopted by the Directors and Shareholders by their signatures hereto, as an action undertaken in lieu of a special meeting, in accordance with Florida law.

Executing on behalf of the parties, and attested by their respective secretaries, pursuant to the authorization of the respective Boards of Directors on the date first above written.

JESSUP'S MAJOR APPLIANCE
CENTERS, INC.
(formally: JESSUPS THREE, INC.)
a Florida corporation

By: 

THOMAS S. JESSUP II, Sole
Shareholder, Sole Director and Secretary

JESSUPS TWO, INC.
a Florida corporation

By: 

THOMAS S. JESSUP II, Sole
Shareholder, Sole Director and Secretary

JESSUPS FOUR, INC.
a Florida corporation

By: 

THOMAS S. JESSUP II, Sole
Shareholder, Sole Director and Secretary

PLAN OF MERGER

THIS PLAN OF MERGER is dated April 1, 2014, between JESSUP'S TWO, INC., a Florida corporation, (hereinafter referred to as "JESSUP'S TWO"), JESSUP'S THREE, INC., a Florida corporation, (hereinafter referred to as "JESSUP'S THREE") and JESSUP'S FOUR, INC., a Florida corporation, (hereinafter referred to as "JESSUP'S FOUR"), and collectively hereinafter referred to as the "CORPORATIONS") and the undersigned Shareholders and Directors of the Corporations.

WITNESSETH:

WHEREAS, JESSUP'S TWO, JESSUP'S THREE and JESSUP'S FOUR are all corporations organized and existing under the laws of the State of Florida. The principal office of JESSUP'S TWO is 231 301 Boulevard East, Bradenton, FL 34208. The principal office of JESSUP'S THREE is 3765 Bee Ridge Road, Sarasota, FL 34233. The principal office of JESSUP'S FOUR is 1019 Tamiami Trail, Port Charlotte, FL 33953; and

WHEREAS, JESSUP'S TWO currently has a capitalization of Ten Thousand (10,000) authorized shares of \$1.00 Par Value Common Stock, of which One Hundred (100) shares are currently issued and outstanding; and

WHEREAS, JESSUP'S THREE currently has a capitalization of Ten Thousand (10,000) authorized shares of \$1.00 Par Value Common Stock, of which One thousand (1,000) shares are currently issued and outstanding; and

WHEREAS, JESSUP'S FOUR currently has a capitalization of Two Hundred Thousand (200,000) authorized shares of \$1.00 Par Value Common Stock, of which Two Hundred Thousand (200,000) shares are currently issued and outstanding; and

WHEREAS, The Boards of Directors of the Corporations deem it desirable and in the best interest of the Corporations and their shareholders that the Corporations merge their operations under one surviving entity. This merger shall be pursuant to the provisions 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.

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The merger shall be effected as follows: On the effective date of the Merger, each holder of certificates for shares of Common Stock in JESSUP'S TWO, JESSUP'S THREE and JESSUP'S FOUR shall surrender them to the duly appointed agent of JESSUP'S THREE, in such manner as the Directors shall legally require. The duly

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SECTION THREE - CORPORATE STATUS UNDER THE INTERNAL REVENUE CODE

JESSUP'S MAJOR APPLIANCE CENTERS, INC. (formally JESSUP'S THREE, INC.) will continue to be treated as an S Corporation under the Internal Revenue Code of 1986, as amended.

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Executing on behalf of the parties, and attested by their respective secretaries, pursuant to the authorization of the respective Boards of Directors on the date first above written.

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(formally: JESSUPS THREE, INC.)
a Florida corporation

By: 

THOMAS S. JESSUP II, Sole
Shareholder, Sole Director and Secretary

JESSUPS TWO, INC.
a Florida corporation

By: 

THOMAS S. JESSUP II, Sole
Shareholder, Sole Director and Secretary

JESSUPS FOUR, INC.
a Florida corporation

By: 

THOMAS S. JESSUP II, Sole
Shareholder, Sole Director and Secretary