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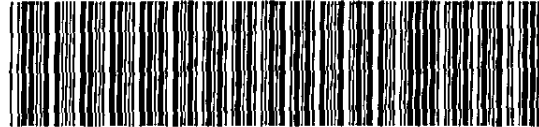
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

T BROWN AUG 29 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GENE REED ENTERPRISES, INC.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

D. ANNE UNDERWOOD

(Name of person)

UNDERWOOD & ROBERTS, PLLC

(Name of firm/company)

4000 WESTCHASE BLVD., SUITE 410

(Address)

RALEIGH, NC 27607

(City/state and zip code)

For further information concerning this matter, please call:

ANNE UNDERWOOD

(Name of person)

at (919) 664-8803

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GENE REED ENTERPRISES, INC.	FLORIDA	PO5000113253

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
REED/HAWAII HOLDING, INC.	DELAWARE	3729441

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 in the future.)

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 August 23, 2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 August 23, 2005.

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)

Gene Reed, Jr., President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

GENE REED ENTERPRISES, INC.

FLORIDA

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

Name

Jurisdiction

REED/HAWAII HOLDING, INC.

DELAWARE

Third: The terms and conditions of the merger are as follows:

See Attached

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

see attached

(Attach additional sheets if necessary)

THIRD: Terms and Conditions of Merger

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this plan. Upon the merger becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue and will be governed by the laws of the State of Florida. The time when the merger becomes effective is hereinafter referred to as the "Effective Time". The Articles of Incorporation and Bylaws of the Surviving corporation shall continue to be the Articles of Incorporation and Bylaws following the merger.

Assets and Liabilities of Merging Corporation.

All property, real, personal and mixed, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to the Merging corporation shall be deemed to be transferred and conveyed and vested in the Surviving Corporation without further act or deed. Any real estate vested in such corporation shall not revert or be in any way impaired by reason of the merger. The Surviving Corporation shall assume and henceforth be responsible and liable for all the liabilities and obligations of the Merging Corporation, and any claim existing or action or proceeding by or against the merging corporation, may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

Officers of Surviving Corporation.

On the effective date of the merger, the following persons shall be elected to the offices described below to serve in such capacities until the next annual meeting of the Board of Directors or until their successors shall be elected and shall qualify:

President	Gene Reed, Jr.
Secretary/Treasurer	Gene Reed, Jr.
Assistant Secretary	Joe Barber

Abandonment.

After approval of this plan by the shareholders of the Merging Corporation and the Surviving Corporation, and at any time prior to the merger's Effective Date, the Board of Directors of the Surviving Corporation may, in its discretion, abandon the merger.

Governing Law.

The Surviving Corporation shall be governed by the laws of the State of Florida.

FOURTH: Conversion of shares

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.
2. Merging Corporation. Each outstanding share of the Merging Corporation shall be cancelled without consideration and without further action.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

NONE