

PO5000115679

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700061894877

12/15/05--01006--017 **43.75

FILED
05 DEC 14 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7 Smith DEC 15 2005

Morgan

SLOTT, BARKER & NUSSBAUM

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

334 EAST DUVAL STREET
JACKSONVILLE, FLORIDA 32202
TELEPHONE (904) 353-0033
TELECOPIER (904) 355-4148

ARNOLD H. SLOTT, P.A.*
E-mail: ahsloott@bellsouth.net

EARL M. BARKER, JR., P.A.
E-mail: embarker@bellsouth.net

WILLIAM NUSSBAUM, P.A.**
E-mail: nusslaw3@bellsouth.net

* CERTIFIED CIRCUIT CIVIL MEDIATOR
** BOARD CERTIFIED REAL ESTATE LAWYER

December 2, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Caldwell Sunbelt Diversified, Inc.

Ladies and Gentlemen:

Please file the enclosed Articles of Merger and return the Articles and a certified copy of them to our offices. Our check in the amount of \$43.75 is enclosed in payment of your fees.

Sincerely,



Hollyn J. Foster



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 8, 2005

SLOTT, BARKER & NUSSBAUM
334 E DUVAL ST
JACKSONVILLE, FL 32202

SUBJECT: CALDWELL SUNBELT DIVERSIFIED, INC.
Ref. Number: P05000115679

We have received your document for CALDWELL SUNBELT DIVERSIFIED, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Plan of Merger was not attached please resend the Merger with the Plan.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 505A00071111

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Florida Business Corporation Act, Section 607.1105, Florida Statutes and the North Carolina Business Corporation Act, Section 55-11-05, North Carolina Statutes.

FIRST: The name and jurisdiction of the Surviving Corporation is Caldwell Sunbelt Diversified, Inc., a Florida corporation, registered under Document Number P05000115679. The mailing address of the corporation is 113 Settler's Row, Ponte Vedra Beach, FL 32082. Any subsequent changes in mailing addresses will be noticed to the Florida and North Carolina Divisions of Corporation.

SECOND: The name and jurisdiction of the Merging Corporation is Sunbelt Diversified Services, Inc., a North Carolina corporation, registered in the State of Florida as a foreign corporation under Document Number F01000000618, known in North Carolina as SOSID 0187952.

THIRD: The Plan of Merger is attached.

FOURTH: The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the Director and shareholder of the Surviving Corporation on October 10, 2005.

SIXTH: The Plan of Merger was adopted by the Director and shareholder of the Merging Corporation on October 10, 2005.

SEVENTH: Upon merger of the companies, the name of the Surviving Corporation, Caldwell Sunbelt Diversified, Inc., is **HEREBY AMENDED** to:

Sunbelt Diversified Services, Inc.

CALDWELL SUNBELT DIVERSIFIED, INC.,
a Florida corporation

By: 

William F. Caldwell,
Its: President

SUNBELT DIVERSIFIED SERVICES, INC.
a North Carolina corporation

By: 

William F. Caldwell
Its: President

FILED
05 DEC 14 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**AGREEMENT AND PLAN OF MERGER OF
SUNBELT DIVERSIFIED SERVICES, INC., A NORTH CAROLINA CORPORATION
INTO CALDWELL SUNBELT DIVERSIFIED, A FLORIDA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER, dated October 10th, 2005, made by and among, Caldwell Sunbelt Diversified, Inc., a Florida corporation, and Sunbelt Diversified Services, Inc., a North Carolina corporation (collectively the "Constituent Corporations").

WITNESSETH:

Sunbelt Diversified Services, Inc., is registered in the State of Florida as a foreign corporation for the purpose of doing business in Florida. Sunbelt Diversified Services, Inc., no longer conducts any business within the State of North Carolina and consequently desires to change its legal status to match its ongoing business practices. Now therefore:

WHEREAS, Sunbelt Diversified Services, Inc., (the "Merging Corporation") desires to merge with and into Caldwell Sunbelt Diversified, Inc., with Caldwell Sunbelt Diversified, Inc., being the "Surviving Corporation" (the "Merger"), on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the Board of Directors and Shareholder of both the Merging Corporation and the Surviving Corporation have determined that it is advisable that the Merging Corporation be merged into the Surviving Corporation, on the terms and conditions set forth, in accordance with §607.1101 of the Florida Business Corporation Act and §55-11-05 of the North Carolina Business Corporation Act.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

**ARTICLE I
THE MERGER**

1. The term "Effective Date" shall mean the later date on which the Articles of Merger are filed with the Secretary of State of the State of Florida and the Secretary of the State of North Carolina or November 15, 2005.

2. On the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease at the Effective Date and the existence of the Surviving Corporation shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the state of Florida.

3. The Plan of Merger has been approved by the Board of Directors of the Surviving Corporation in accordance with §607.1101 of the Florida Business Corporation Act and by the Board of Directors of the Merging Corporation in accordance with §55-11-05 of the North Carolina Business Corporation Act, by Written Actions dated October 7, 2005.

4. The Plan of Merger has been approved by the Shareholder of the Surviving Corporation in accordance with §607.1103 of the Florida Business Corporation Act and by the Board of Directors of the Merging Corporation in accordance with §55-11-03 of the North Carolina Business Corporation Act, by Written Actions dated October 7, 2005

**ARTICLE II
EFFECTS OF THE MERGER**

At the Effective Date, the Surviving Corporation shall possess all the assets, rights, privileges, immunities, and franchises, of both a public and private nature, of the Merging Corporation, including and not limited to the Franchise Agreement between the Merging Corporation and Woody's Bar B-Q Franchise Systems, Inc. dated 1996 for a Woody's Bar B-Q restaurant in Sebring, Florida and a Franchise Agreement between the Merging Corporation and Woody's Bar B-Q Franchise Systems, Inc. dated December 1, 2003 for a Woody's Bar B-Q restaurant in Lake Placid Florida and any Net Operating Losses currently reflected in and on the books of the Merging Corporation, and shall be responsible and liable for all liabilities and obligations of the Merging Corporation, all as more particularly set forth in §607.1106 of the Florida Business Corporations Act and §55-11-06 of the North Carolina Business Corporation Act.

The name of the Surviving Florida corporation upon merger is hereby amended to read "Sunbelt Diversified Services, Inc."

**ARTICLE III
TERMS OF THE TRANSACTION;
CONVERSION OF AND PAYMENT FOR SHARES**

As of the date of the merger, all stock in CSD shall be deemed cancelled of record.

**ARTICLE IV
EXPENSES**

The Surviving Corporation shall pay all expenses of accomplishing the Merger.

IN WITNESS WHEREOF, the parties have set their hands on this 10th day of October, 2005.

Surviving Corporation:

CALDWELL SUNBELT DIVERSIFIED, INC.
a Florida corporation

By: _____

William F. Caldwell,
Its: Director and sole shareholder

Merging Corporation:

SUNBELT DIVERSIFIED SERVICES, INC.
a North Carolina corporation

By: _____

William F. Caldwell
Its: Director and sole shareholder