

PO 60000 73879

(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



800240182208

10/05/12--01028--007 **70.00

2012 OCT -5 AM 9:29
TALLAHASSEE, FLORIDA

FILED

Meagan
S
10-9-12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Trash Rolloff of Bay County, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Carol Grissett, paralegal

Contact Person

Barron & Redding, P.A.

Firm/Company

220 McKenzie Avenue

Address

Panama City, FL 34201

City/State and Zip Code

c-milesconstruction@comcast.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carol Grissett

Name of Contact Person

At (850) 785-7454

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

FILED
2012 OCT -5 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLES OF MERGER


The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

1. The name of the surviving corporation is **Trash Rolloff of Bay County, Inc.**, which is a Florida profit corporation with a document number of P06000073879.
2. The name of the merging corporation is **Trash & Recycle, Inc.**, which is a Florida profit corporation with a document number of P11000053214.
3. The Plan of Merger is attached hereto and incorporated herein.
4. The merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the board of directors of the surviving corporation on September 27, 2012, and shareholder approval was not required.
6. The Plan of Merger was adopted by the board of directors of the merging corporation on September 27, 2012, and shareholder approval was not required.

TRASH & RECYCLE, INC.

TRASH ROLLOFF OF BAY COUNTY,
INC.


By: Roger Granger, President


By: Roger Granger, President

PLAN OF MERGER

This Plan of Merger is dated as of October 2nd, 2012, between Trash Rolloff of Bay County, Inc., a Florida corporation, and Trash & Recycle, Inc., a Florida corporation.

RECITALS

- A. Trash Rolloff of Bay County, Inc., is a Florida corporation, Document No. P06000073879, and has an authorized capitalization of Ten Thousand (10,000) shares of common stock, each share having a par value of One Cent (\$0.01), of which all shares are currently owned and held by Roger Granger.
- B. Trash & Recycle, Inc., is a Florida corporation, Document No. P11000053214, and has an authorized capitalization of Ten Thousand (10,000) shares of common stock, each share having a par value of One Cent (\$0.01), of which all shares are currently owned and held by Roger Granger.
- C. The respective authorized boards and shareholders of Trash & Recycle, Inc., and Trash Rolloff of Bay County, Inc., have unanimously agreed that it is advisable that Trash & Recycle, Inc., be merged with and into Trash Rolloff of Bay County, Inc., with Trash Rolloff of Bay County, Inc., continuing as the surviving corporation in the merger, pursuant to the terms and conditions of this Plan of Merger and applicable law.
- D. The surviving corporation, Trash Rolloff of Bay County, Inc., shall amend its articles to change its name to "Trash Rolloff & Recycle of Bay County, Inc."
- E. The shares of stock of the surviving corporation, Trash Rolloff of Bay County, Inc., shall be distributed as follows: Roger Granger, 50.5% (5050 shares); Carrie Granger, 49.5% (4950 shares).

NOW, THEREFORE, the parties agree as follows:

- 1. The Merger. Upon the terms and subject to the conditions set forth in this Plan, and in accordance with applicable law, Trash & Recycle, Inc., shall be merged with and into Trash Rolloff of Bay County, Inc. As a result of the merger, the separate existence of Trash & Recycle, Inc., shall cease and Trash Rolloff of Bay County, Inc., shall continue as the surviving entity of the merger.
- 2. Effect of Merger. The effect of the merger shall be as provided by applicable law. Without limiting the generality of the foregoing, all of the property, rights, privileges, powers and franchises of Trash & Recycle, Inc., shall vest in Trash Rolloff of Bay County, Inc., and all debts, liabilities, and duties of Trash & Recycle, Inc., shall become the debts, liabilities, and duties of Trash Rolloff of Bay County, Inc. The shares of stock of Trash Rolloff of Bay County, Inc., shall be distributed as follows:

Roger Granger, 50.5% (5050 shares); Carrie Granger, 49.5% (4950 shares).

3. **Directors and Management.** Upon the merger contemplated hereby, the board and officers of Trash Rolloff of Bay County, Inc., shall be as follows:

President/Director: Roger Granger

Vice President/Director: Carrie Granger

4. **Consent.** Each of Trash & Recycle, Inc., and Trash Rolloff of Bay County, Inc., shall promptly apply for or otherwise seek, and use its best efforts to obtain, all consents and approvals required to be obtained by it for consummation of this Plan of Merger.
5. **Approval by Trash & Recycle, Inc.** This Plan of Merger was approved unanimously by the board of directors of Trash & Recycle, Inc., as of September 27, 2012, in accordance with the provisions of Section 607.1103. The directors did and do waive all requirements of meetings and notices of meetings to approve this Plan of Merger, and authorize its President to execute any further documents necessary to complete the Plan of Merger described herein.
6. **Amendment to Articles.** Articles of Amendment of the surviving corporation are attached hereto and incorporated herein.

Dated as of: October 2, 2012

TRASH & RECYCLE, INC.

TRASH ROLLOFF OF BAY COUNTY,
INC.

2
By: Roger Granger, President

2
By: Roger Granger, President

**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF
TRASH ROLLOFF OF BAY COUNTY, INC.**

Pursuant to the provisions of FSA § 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

- I. The name of the corporation before amendment:
TRASH ROLLOFF OF BAY COUNTY, INC.
- II. The name of the corporation after amendment:
TRASH ROLLOFF & RECYCLE OF BAY COUNTY, INC.
- III. The text of each amendment as adopted is as follows:
The Articles of Incorporation are hereby amended to change the name of the corporation to the new name of Trash Rolloff & Recycle of Bay County, Inc.
- IV. The date of adoption of each amendment was: **9/27/12**
- V. Each amendment was adopted by: **The board of directors. Shareholder action was not required.**
- VI. These amendments will be effective on the date of filing.

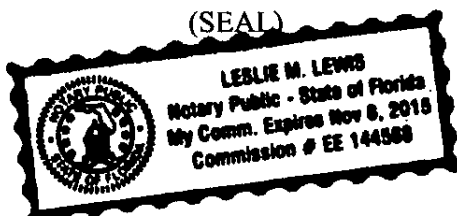
Date: October 2nd, 2012.




Roger Granger, President/Director

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 2nd day of October, 2012, by Roger Granger, as President/Director of Trash Rolloff of Bay County, Inc., a Florida corporation, on behalf of the corporation, who: (notary must check applicable box) ☒ is personally known to me; ☐ produced a current Florida driver's license as identification; or ☐ produced _____ as identification.





Leslie M. Lewis
(Print Name)
Notary Public
Commission # EE 144588
My Commission Expires: 11-8-15