

P06000112783

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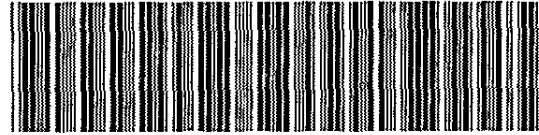
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Chamblin Enterprises, 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:

Travis L. Chambers
(Contact Person)

Chamblin Enterprises, Inc.
(Firm/Company)

PO Box 7577
(Address)

Lakeland, FL 33807-7577
(City/State and Zip Code)

For further information concerning this matter, please call:

Travis L. Chambers At (813) 391-8889
(Name of Contact Person) (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

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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Chamblin Enterprises, Inc.</u>	<u>Florida</u>	<u>P06000112783</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Madison & 78th, Inc.</u>	<u>Florida</u>	<u>P04000013320</u>
<u>BWM & Hwy 60, Inc.</u>	<u>Florida</u>	<u>P04000102151</u>
<u>Gornto & 60, Inc.</u>	<u>Florida</u>	<u>P04000073958</u>
<u>US 41 & 8th, Inc.</u>	<u>Florida</u>	<u>P04000074517</u>
<u>LAC of Tampa, Inc.</u>	<u>Florida</u>	<u>P05000012602</u>

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 09 / 27 / 2006 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 09/19/2006

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 09/19/2006

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation _____

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Madison & 78th, Inc.

[Signature]

Travis L. Chambers, President

BWM & Hwy 60, Inc. _____

[Handwritten signature]

Travis L. Chambers, President

Gornto & 60, Inc.

[Signature]

Travis L. Chambers, President

US 41 & 8th, Inc.

[Signature]

Travis L. Chambers, President

LAC of Tampa, Inc.

[Handwritten signature]

Leonard S. Linder, President

Chamblin Enterprises, Inc.

[Signature]

Travis L. Chambers, President

PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Chamblin Enterprises, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Madison & 78th, Inc.

Florida

BWM & Hwy 60, Inc.

Florida

Gornto & 60, Inc.

Florida

US 41 & 8th, Inc.

Florida

LAC of Tampa, Inc.

Florida

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

Madison & 78, Inc., BWM & Hwy 60, Inc., Gornto & 60, Inc., US 41 & 8th, Inc., and LAC of Tampa, Inc. shall be merged into Chamblin Enterprises, Inc. in accordance with the statutory procedure set forth in Florida Statutes Sec. 607.1105, et seq.

All assets, liabilities, contracts, leases, operating agreements, franchise agreements, and fictitious names currently owned by the merging corporations shall be transferred to the surviving corporation and shall remain in full effect.

The surviving corporation shall enter into an employment/non-compete agreement with Leonard S. Linder.

The business of the merging corporations will continue uninterrupted and unaffected by the merger.

The separate existence of the merging corporations, except insofar as specifically otherwise provided by law, shall cease to exist at the effective date and shall become a single corporation. All merging corporations shall be dissolved.

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:

(Attach additional sheets if necessary)

At the Effective Date, the shares of the merging corporations upon surrender to Chamblin Enterprises, Inc. by the holders of record, of one or more certificates of such shares shall thereupon be exchanged and/or converted into common shares of Chamblin Enterprises, Inc. as follows:

1. The 1000 common shares of Madison & 78th, Inc owned by Travis L. Chambers shall be entitled to receive 228 shares of Common Shares of Chamblin Enterprises, Inc.
2. The 1000 common shares of BWM & HWY 60, Inc owned by Travis L. Chambers shall be entitled to receive 457 shares of Common Shares of Chamblin Enterprises, Inc.
3. The 1000 common shares of Gornto & 60, Inc owned by Travis L. Chambers shall be entitled to receive 264 shares of Common Shares of Chamblin Enterprises, Inc.
4. The 1000 common shares of US 41 & 8th, Inc owned by Travis L. Chambers shall be entitled to receive 1 shares of Common Shares of Chamblin Enterprises, Inc.
5. The 136 common shares of LAC of Tampa, Inc owned by Leonard S. Linder Plus an additional \$20,000 shall be entitled to receive 47 shares of Common Shares of Chamblin Enterprises, Inc.
6. The 64 common shares of LAC of Tampa, Inc owned by Charles Cain shall be entitled to receive 3 shares of Common Shares of Chamblin Enterprises, Inc.