

**P06000157556**

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**MERGER OR SHARE EXCHANGE**

**CHANDLER CAPITAL COMPANY**

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Mergers  
12-29-06

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**ARTICLES OF MERGER (Florida)  
OF CHANDLER CAPITAL COMPANY, A TEXAS CORPORATION  
INTO CHANDLER CAPITAL COMPANY, A FLORIDA CORPORATION**

**ARTICLE I  
Names and Surviving Corporation**

The names and state of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
CHANDLER CAPITAL COMPANY	Texas
CHANDLER CAPITAL COMPANY	Florida

CHANDLER CAPITAL COMPANY, a Florida corporation, Florida document number P06000157556, shall be the surviving corporation.

**ARTICLE II  
Plan of Merger**

The plan of merger is attached hereto as Exhibit A.

**ARTICLE III  
Adoption of Merger by Surviving Corporation**

The date of adoption of the plan of merger by the shareholders of each corporation is:

<u>Name</u>	<u>Date of Adoption</u>
CHANDLER CAPITAL COMPANY, a Texas corporation	December 29, 2006
CHANDLER CAPITAL COMPANY, a Florida corporation	December 29, 2006

**ARTICLE IV  
Date Effective**

The merger shall be effective on the date of filing by the Secretary of State of the State of Florida.

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TALLAHASSEE, FLORIDA

Dated this 29th day of December, 2006.

**CHANDLER CAPITAL COMPANY**  
a Texas corporation

By:

  
Joseph T. Lykes, III  
President

**CHANDLER CAPITAL COMPANY**  
a Florida corporation

By:

  
Joseph T. Lykes, III  
President

H06-000303678

**EXHIBIT A**  
**PLAN OF MERGER**  
*of*  
**CHANDLER CAPITAL COMPANY, A TEXAS CORPORATION**  
*and*  
**CHANDLER CAPITAL COMPANY, A FLORIDA CORPORATION**

The following plan of merger is submitted in compliance with §607.1101 *et seq.* of the Florida Business Corporation Act, and in accordance with §5.01 *et seq.* of the Texas Business Corporation Act is a plan of merger between **CHANDLER CAPITAL COMPANY**, a Texas corporation, and **CHANDLER CAPITAL COMPANY**, a Florida corporation.

**ARTICLE I**  
**Constituent Corporations**

The name of and jurisdiction of the surviving corporation is **CHANDLER CAPITAL COMPANY**, a Florida corporation. The name and jurisdiction of the merging corporation is **CHANDLER CAPITAL COMPANY**, a Texas corporation.

**ARTICLE II**  
**Merger**

Under §607.1101 *et seq.* of the Florida Business Corporation Act, and the laws of the state of Texas, **CHANDLER CAPITAL COMPANY**, a Texas corporation shall be merged into **CHANDLER CAPITAL COMPANY**, a Florida corporation (the "Merger").

**ARTICLE III**  
**Surviving Corporation**

**CHANDLER CAPITAL COMPANY**, a Florida corporation, shall be the surviving corporation of the Merger.

**ARTICLE IV**  
**Articles of Incorporation**

The articles of incorporation of **CHANDLER CAPITAL COMPANY**, a Florida corporation, in effect immediately before the Merger shall not be changed by the Merger and shall continue to be its articles of incorporation subsequent to the Merger.

**ARTICLE V**  
**Directors and Officers**

The directors and officers of **CHANDLER CAPITAL COMPANY**, a Florida corporation, immediately before the Merger shall continue to be the directors and officers immediately following the Merger.

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## **ARTICLE VI**

### **Shareholders**

The shareholders of CHANDLER CAPITAL COMPANY, a Florida corporation, and CHANDLER CAPITAL COMPANY, a Texas corporation, immediately before the Merger shall all be shareholders of CHANDLER CAPITAL COMPANY, a Florida corporation immediately following the Merger, and, without further action, shall possess all rights and obligations granted to shareholders of CHANDLER CAPITAL COMPANY, a Florida corporation, by its charter and bylaws.

## **ARTICLE VII**

### **Assets and Liabilities**

On the effective date of the Merger, the separate existence of CHANDLER CAPITAL COMPANY a Texas corporation, shall cease and CHANDLER CAPITAL COMPANY, a Florida corporation, without further action, shall possess all of its rights and privileges immediately preceding the Merger. All assets of any nature of CHANDLER CAPITAL COMPANY, a Texas corporation, without further action, shall be vested in CHANDLER CAPITAL COMPANY, a Florida corporation, immediately following the Merger. Following the Merger, CHANDLER CAPITAL COMPANY, a Florida corporation, shall be responsible for all liabilities and obligations of CHANDLER CAPITAL COMPANY, a Texas corporation, including all fees and franchise taxes required by the Texas Comptroller. Any claim existing or action or proceeding pending against CHANDLER CAPITAL COMPANY, a Texas corporation, may be continued as if the Merger did not occur or CHANDLER CAPITAL COMPANY, a Florida corporation, may be substituted for CHANDLER CAPITAL COMPANY, a Texas corporation, in any such proceeding. Neither the rights of creditors, or nor any liens on the property of CHANDLER CAPITAL COMPANY, a Texas corporation, shall be impaired by the Merger.

## **ARTICLE VIII**

### **Effective Date**

The Merger shall be effective when the articles of merger are filed with the Florida Secretary of State, or at such other time specified in the articles of merger.

## **ARTICLE IX**

### **Abandonment**

Notwithstanding anything to the contrary contained in this plan, this plan of merger may be terminated and abandoned by the board of directors of CHANDLER CAPITAL COMPANY, a Texas corporation, or the board of directors of CHANDLER CAPITAL COMPANY, a Florida corporation, at any time before the filing of articles of merger.

IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned officers on December 29, 2006.

**CHANDLER CAPITAL COMPANY**  
a Texas corporation

By: \_\_\_\_\_

**Joseph T. Lykes, III**  
President

**CHANDLER CAPITAL COMPANY**  
a Florida corporation

By: \_\_\_\_\_

**Joseph T. Lykes, III**  
President