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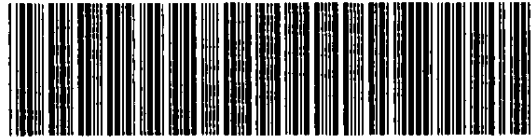
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10 JUL 22 AM 8:29

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
@ 7/22/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MH2, 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:

J. Kenneth royal
Contact Person

Morris Holdings, Inc.
Firm/Company

1650 CR 210 West
Address

Jacksonville, FL 32259
City/State and Zip Code

kenroyal@morris Holdings.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

J. Kenneth Royal
Name of Contact Person

At (904) 596-0979 Ex. 205
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 15, 2010

J. KENNETH ROYAL
MORRIS HOLDINGS, INC.
1650 CR 210 WEST
JACKSONVILLE, FL 32259

SUBJECT: MH2, INC.
Ref. Number: P07000064187

We have received your document for MH2, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed merger does not contain the ARTICLES OF MERGER.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 710A00017246

*Articles of
Merger attached.
SKH*

RECEIVED
2010 JUL 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
MH2, Inc.	Florida	P07000064187

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Waldo 301 Enterprises, Inc.	Florida	P04000160942

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 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 March 31, 2010

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 March 31, 2010

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)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JUL 22 AM 8:29

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

MH2, Inc.

G. Robert Morris, President

Waldo 301 Enterprises, Inc.

G. Robert Morris, President

PLAN OF MERGER

This plan and Agreement of Merger is dated and entered into this 31st day of March, 2010, between MH2, INC., a Florida corporation and WALDO 301 ENTERPRISES, INC., a Florida Corporation.

WHEREAS, MH2, INC., the surviving corporation was duly organized under Florida Law on May 25, 2007, with document number P07000064187 and WALDO 301 ENTERPRISES, INC., the merged corporation was duly organized under Florida Law on November 29, 2004, with document number P04000160942; and

WHEREAS, the authorized capital of MH2, Inc., is represented by 500 shares of stock having a par value of \$100.00 dollars per share. The authorized capital of Waldo 301 Enterprises, Inc., is represented by 7500 shares of stock having a par value of \$1.00 dollar per share.

WHEREAS, the plan of merger was adopted by the Board of Directors of the surviving corporation on the 31st day of March, 2010 and shareholder approval was not required, and

WHEREAS, the plan of merger was adopted by the Board of Directors of the merging corporation on the 31st day of March, 2010 an shareholder approval was not required.

In consideration of the premises and the agreements and undertakings set forth hereinafter, the corporate parties hereto agree and intend to be legally bound as follows:

1. Pursuant to the applicable provisions of the laws of the State of Florida, the two (2) corporations shall, within the contemplation of Florida Statutes, 608.20 and Internal Revenue Service Code, 368 (a)(1)(A), be merged into a single corporation, to-wit: MH2, Inc., a Florida Corporation; which shall continue its corporate existence and shall be the corporation surviving the merger and shall hereinafter sometimes be called the "Surviving Corporation". Waldo 301 Enterprises, Inc., shall be merged into MH2, Inc., and shall hereinafter be called the "merged Corporation".
2. The effective time and date of the merger shall be on the date the Articles of Merger are filed with the Florida Department of State.
3. The Surviving Corporation is and shall continue to be a Florida corporation and shall be governed by the laws of Florida. The certificate of incorporation of the Surviving Corporation as appearing on the records of the Secretary of State of the State of Florida as of the date of this instrument shall remain in effect as the certificate of incorporation of the Surviving corporation until amended or altered in accordance with the provisions thereof after the effective time and date of the merger.

4. The by-laws of the Surviving Corporation in effect as of the date of this instrument shall be the by-laws of the Surviving Corporation as of the effective time and date of the merger and thereafter until the same shall be duly altered or amended.

5. (a) The directors of the Surviving Corporation are:

- A. G. Robert Morris
- B. Delicia Morris Windsor
- C. Herman Douglas Morris
- D. Clarissa Morris Morgan
- E. Herman Morris
- F. Janice Hill

and the same six (6) persons shall be all of the members of the Board of Directors of the Surviving Corporation at the effective time and date of the merger and thereafter until their respective successors are duly elected or designated.

(b) The officers of the Surviving Corporation at the date of this instrument are:

- A. G. Robert Morris, President
- B. Delicia Morris Windsor, Vice President
- C. Janice Hill, Secretary

and the same shall be the officers of the Surviving Corporation at the effective time and date of the merger and thereafter until their respective successors are duly elected or designated.

6. The method and basis for the conversion of the shares of stock of the corporate parties into shares of stock of the Surviving Corporation are as follows:

- (a) The shares of stock of the Surviving Corporation issued and outstanding at the effective time and date of the merger shall remain issued and shall be deemed issued and outstanding shares of stock of the Surviving Corporation; none of the same shall be converted as a result of the merger.
- (b) At the effective time and date of the merger, each share of the outstanding stock of the Merged Corporation shall be cancelled, since the outstanding stock of the merged corporation is held by the identical stockholders of the surviving corporation in the identical ratio of stock held by the identical stockholders of the surviving corporation, no additional stock certificates will be issued. After the effective date of the Merger, the stockholders of the surviving corporation will have the same percentage of ownership as they had in the merged corporation.
- (c) As soon as practicable after the effective time and date of the merger, the stock certificates representing stock of the Merged Corporation issued and outstanding at such time shall be surrendered.

7. At the effective time and date of the merger, the Surviving Corporation shall succeed to all rights, privileges, immunities, powers and franchises both of a public and a private nature and shall be subject to all the restrictions, disabilities and duties of each of the corporate parties; all of the same together with all property, real, personal and mixed, all debts due to either of the said corporate parties and all other things of or belonging to each of the said corporate parties shall be vested in the Surviving Corporation and shall thereafter be as effectually the property of the Surviving Corporation as there were of the corporate parties theretofore. Titles to real estate or interests therein vested by deed or otherwise in either of the corporate parties shall in no way be impaired by reason of the merger but shall vest and be deemed vested fully in the Surviving Corporation. Provided nevertheless that all rights of creditors and all liens upon any property of either of the corporate parties shall be preserved unimpaired and all debts, liabilities and obligations of said corporate parties shall as of the effective time and date of the merger attach to and be enforceable against the Surviving Corporation.
8. (a) The assets and liabilities of the corporate parties as of the effective time and date of the merger shall be placed upon the books of the Surviving Corporation at the amounts at which they are at such time carried on the books of the respective corporate parties.
(b) The amount of capital of the Surviving Corporation after the merger shall be the sum of the aggregate amount of the par value of the stock of the Surviving Corporation outstanding at the effective time and date of the merger.
(c) The surplus of the Surviving Corporation after the merger shall be the aggregate of the surplus of each of the Corporate parties and shall be available for any legal purposes for which such surplus may be used.
9. This agreement has been submitted to the shareholders of each of the corporate parties and has been adopted and approved as the agreement and the plan of merger contained herein by the stockholders of the corporate parties, this instrument shall be filed with the Secretary of State of the State of Florida in the manner and form required by law.
10. After the date of this instrument, neither corporate party will declare or pay any dividends or authorize or make any split-up or other changes in its capital stock.

IN WITNESS THEREOF, each of the corporate parties, pursuant to authority granted by its Board of Directors, has caused this plan and agreement of merger to be executed by its president and by all of its directors, under its seal attested by its secretary, as of the date first above written.

By: _____

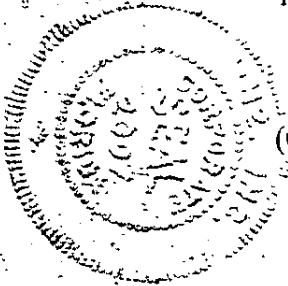
President

By: _____

President

The undersigned, Janice Hill, being secretary of MH2, Inc., hereby certifies that the foregoing plan and agreement of merger between MH2, Inc., and Waldo 301 Enterprises, Inc., was, on this date, presented to and duly adopted and approved by all the stockholders and directors of MH2, Inc.

This certificate given on and as of the 31st day of March, 2010.



(Corporate Seal)

Janice L Hill
Secretary of MH2, Inc.

The undersigned, Janice Hill, being secretary of Waldo 301 Enterprises, Inc., hereby certifies that the foregoing plan and agreement of merger between MH2, Inc., and Waldo 301 Enterprises, Inc., was, on this date, presented to and duly adopted and approved by all the stockholders and directors of Waldo 301 Enterprises, Inc.

This certificate given on and as of the 31st day of March, 2010.



(Corporate Seal)

Janice L Hill
Secretary of Waldo 301 Enterprises, Inc.

The foregoing plan and agreement of merger is executed as the plan of merger of MH2, Inc., and Waldo 301 Enterprises, Inc.

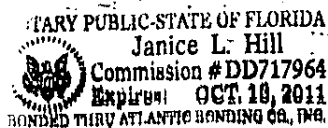
By: [Signature]
MH2, Inc.
President

By: [Signature]
Waldo 301 Enterprises, Inc.
President

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, personally appeared G. Robert Morris, President of MH2, Inc., and Waldo 301 Enterprises, Inc., and he acknowledged before me that the foregoing plan and agreement of merger was by him executed as the agreement of merger of said corporations.

WITNESS my hand and official seal, this 31st day of March, 2010.



Janice L Hill
Notary Public State at Large