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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

SP

2/20

Mark E. Parsons

ATTORNEY AT LAW

TELEPHONE (904) 826-3445

FAX (904) 826-1733

February 15, 2008

Ms. Susan Payne
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Personal and Confidential

Re: HILLSBORO-HARPETH CORPORATION

Dear Ms. Payne:

Enclosed please find the following documents regarding the merger of Dobbs Road Properties, Inc. into the Hillsboro Harpeth Corporation:

1. Cover Letter
2. Articles of Merger
3. Plan of Merger

I am also enclosing a check payable to the Florida Department of State in the amount of \$78.75 to cover your department's fee for this merger.

I thank you in advance for your attention to this matter. Please feel free to contact me if I may be of any assistance to you.

Sincerely,



Mark E. Parsons

MEP/pm
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Hillsboro Harpeth Corporation
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Mark E. Parsons
(Contact Person)

Attorney at Law
(Firm/Company)

1201 Arapaho Ave., Suite B
(Address)

St. Augustine, FL 32084
(City/State and Zip Code)

For further information concerning this matter, please call:

Mark E. Parsons At (904) 826-3445
(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

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First: The name and jurisdiction of the surviving corporation:

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

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TALLAHASSEE, FLORIDA

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.

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on

February 7, 2008 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 February 7, 2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

and shareholder approval was not required.

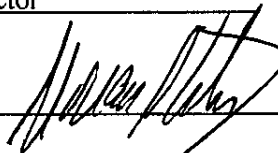
(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

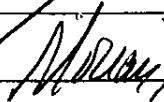
Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Hillsboro-Harpath Corp. 

Moreau P. ESTES II

Chairman Sec/Treasurer

Dobbs Road Properties, Inc. 

Moreau P. ESTES II

Chairman / Sec-Treasurer

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Hillsboro-Harpeth Corporation</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Dobbs Road Properties, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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

A mortgage receivable on a warehouse to be exchanged for common stock.

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:

Book value of shares for best value of shares.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

None

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: