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2009 MAR 23 PM 12:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
TB 3/25/09

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)

Law Office of Mark E. Parsons
(Firm/Company)

1201 Arapaho Avenue, 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

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>Hillsboro-Harpeth Corporation</u>	<u>Florida</u>	<u>P07000069991</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Hillsboro-Harpeth Corporation</u>	<u>Tennessee</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 / / (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 _____.

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

March 3, 2009 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 _____.

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

March 3, 2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Hillsboro-Harpeth
Corporation, FL
Hillsboro-Harpeth
Corporation, TN

Monan P. Parker

Moreau P. Estes V.

Moreau P. Estes V.

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

Hillsboro-Harpeth Corporation Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Hillsboro-Harpeth Corporation Tennessee

_____	_____
_____	_____
_____	_____
_____	_____

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)