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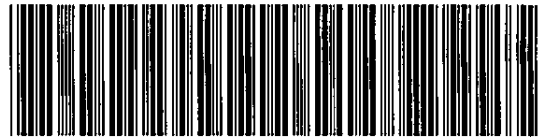
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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TS
Merger
01/17/07

PIERSON & PIERSON
PROFESSIONAL LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW

1055 EAST WAYZATA BOULEVARD
SUITE 303
WAYZATA, MINNESOTA 55391

JOHN M. PIERSON
CHRISTOPHER J. PIERSON

TELEPHONE (952) 473-1400
FACSIMILE (952) 473-0969

October 9, 2007

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Merger
Harrington-Grey, Inc.

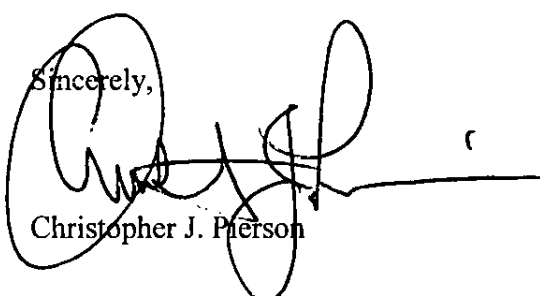
Dear Sir or Madam:

I have enclosed the following for filing in connection with the merger of
Harrington-Grey, Inc., a Florida corporation, with Harrington-Grey, Inc., a Minnesota
corporation:

1. Articles of Merger;
2. Plan of Merger.

The Florida corporation will be the surviving entity. I have also enclosed a check for
\$70.00 for your fees.

Sincerely,



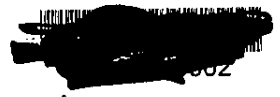
Christopher J. Pierson

enc.

cc: Richard A. Hassel

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**ARTICLES OF MERGER
OF
HARRINGTON-GREY, INC.
(a Minnesota corporation)
AND
HARRINGTON-GREY, INC.
(a Florida corporation)**

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TALLAHASSEE FLORIDA

Harrington-Grey, Inc., a Minnesota corporation (Minnesota corporate charter no. 30-940), and Harrington-Grey, Inc., a Florida corporation, hereby agree to the following Articles of Merger pursuant to Minnesota Statutes Section 302A.651 and Florida Statutes Section 607.1107:

1. Harrington-Grey, Inc., a Minnesota corporation, and Harrington-Grey, Inc., a Florida corporation, shall merge as set forth in the attached Plan Of Merger.
2. The attached Plan Of Merger was approved by the directors and shareholders of Harrington-Grey, Inc., a Minnesota corporation, pursuant to Sections 302A.239 and 302A.441 of the Minnesota Business Corporation Act effective September 30, 2007.
3. The attached Plan Of Merger has been approved by the directors and shareholders of Harrington-Grey, Inc., a Florida corporation, pursuant to Florida Statutes Sections 607.0704 and 607.0821 effective September 30, 2007.
4. Harrington-Grey, Inc., a Florida corporation, shall be the surviving organization.

Dated Effective: September 30, 2007

HARRINGTON-GREY, INC.
(a Minnesota corporation)

By: 

Richard A. Hassel
President, Sole Director
and Sole Shareholder

HARRINGTON-GREY, INC.
(a Florida corporation)

By: 

Richard A. Hassel
President, Sole Director
and Sole Shareholder

**PLAN OF MERGER
OF
HARRINGTON-GREY, INC.
(a Minnesota corporation)
AND
HARRINGTON-GREY, INC.
(a Florida corporation)**

Harrington-Grey, Inc., a Minnesota corporation, and Harrington-Grey, Inc., a Florida corporation, have, pursuant to Minnesota Statutes Section 302A.651 and Florida Statutes Section 607.1107, agreed to merge in accordance with the following Plan of Merger:

1. The constituent organizations proposing to merge are Harrington-Grey, Inc., a Minnesota corporation, and Harrington-Grey, Inc., a Florida corporation.
2. Harrington-Grey, Inc., the Florida corporation, shall be the surviving organization.
3. The essential terms and conditions of the proposed merger and the manner and basis of converting the ownership interests of Harrington-Grey, Inc., a Minnesota corporation, into ownership interests of Harrington-Grey, Inc., a Florida corporation, are as follows: each share of capital stock of Harrington-Grey, Inc., a Minnesota corporation, issued and outstanding immediately prior to the effective date of the merger will be automatically converted into one share of capital stock of Harrington-Grey, Inc., a Florida corporation.
4. There are no amendments to the Articles of Organization of Harrington-Grey, Inc., a Florida corporation, proposed as part of this merger.