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(Address)

(City/State/Zip/Phone #)

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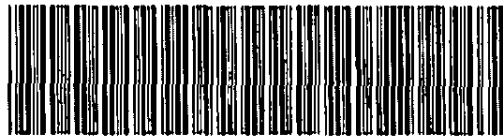
(Business Entity Name)

(Document Number)

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17 JAN 13 PM 12:50

Merger  
JAN 18 2017  
R. WHITE

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Futch's Tractor Depot, 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:

Daryll W. Futch  
Contact Person

Firm/Company

P.O. Box 1059  
Address

Hastings, FL 32145  
City/State and Zip Code

dwfutch38@yahoo.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daryll W. Futch At ( 904 ) 692-3673  
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

JAN 13 PM 12:49

**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)
Futch's Tractor Depot, Inc	Florida	P08000022801

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Futch Enterprises, Inc	Florida	P04000148877

**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** 01 / 01 / 2017 (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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 12/31/2016.

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 12/31/2016.

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)



**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>
Futch's Tractor Depot, Inc	Florida
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
Futch Enterprises, Inc	Florida
_____	_____
_____	_____
_____	_____
_____	_____

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

See attached "Agreement and Plan for Transfer of Stock and Corporate Assets and Liabilities to Futch's Tractor Depot, Inc."

**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:

*(Attach additional sheets if necessary)*

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

**AGREEMENT AND PLAN FOR TRANSFER OF STOCK AND CORPORATE ASSETS AND  
LIABILITIES TO FUTCH'S TRACTOR DEPOT, INC**

This agreement was made Dec 31, 2016, by and among FUTCH ENTERPRISE, INC (hereinafter called ENTERPRISE) AND FUTCH'S TRACTOR DEPOT, INC (hereinafter called DEPOT).

The parties recite and declare that:

1. All of ENTERPRISE'S issued and outstanding shares of stock are owned by: one hundred percent (100%) by Daryll W. Futch owning 80% and Shawn Sadler owning 20% of the outstanding and issued shares. All of DEPOT'S issued and outstanding shares of stock are owned by fifty percent (50%) Daryll W. Futch and fifty percent (50%) by Colleen M. Futch.
2. Both corporations have been continuously engaged for more than three years in active conduct and each are two different businesses.
3. ENTERPRISE and DEPOT and the shareholders deem that it is advisable that they combine the two operations in a stock for stock transfer. There is a direct business purpose for combining the two companies in that it will simplify the record keeping and tax filing requirements. Furthermore, there is no income tax motivation for combining the two companies.

In consideration for the mutual covenant set forth herein the parties agree as follows:

SECTION ONE

ENTERPRISE will transfer its issued and outstanding stock and assets and liabilities, to DEPOT in exchange for the equivalent amount in current fair value of voting stock in DEPOT as deemed reasonable and fair by all shareholders.

SECTION TWO

Stock ownership and voting rights after the exchange of the stocks and assets will be as follows:

Daryll W. Futch	51 shares
Colleen M. Futch	40 shares
Shawn Sadler	9 shares

SECTION THREE

The property located at 8515 State Road 207 North, Hastings, Florida is the primary location of the corporation. The property is owned individually by Daryll W. Futch and Colleen M. Futch

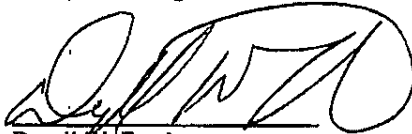
equally and will remain this ownership after the reorganization. DEPOT agrees to pay the current fair market rent for the Hastings location. ENTERPRISE is currently operating locations in Palatka and Keystone which are owned by Daryll W. Futch. The parties agree that Daryll W. Futch will receive a fair market rent as long as DEPOT new operates a business in the location. It is further agreed, that for all of 2017, the rents for all these properties will not exceed the current mortgage payment, real estate taxes and property insurance costs directly related to such properties.

SECTION FOUR

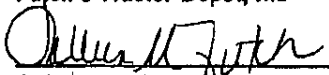
The effective date of this merger and agreement for transfer of stock and corporate assets and liabilities will be January 1, 2017.

SECTION FIVE

As part of this "Agreement and Plan for Transfer of Stock and Corporate Assets and Liabilities" to DEPOT, the shareholders will execute a revised Shareholder Agreement dated Jan 1, 2017. This Shareholder Agreement addresses any future potential changes of ownership by a shareholder and expansion of business and non-competition of business. This Shareholder Agreement supersedes and replaces any prior executed Shareholder Agreements.



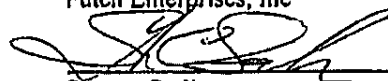
Daryll W. Futch  
Futch's Tractor Depot, Inc



Colleen M. Futch  
Futch's Tractor Depot, Inc



Daryll W. Futch  
Futch Enterprises, Inc



Shawn Sadler  
Futch Enterprises, Inc