

PO9000100787

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

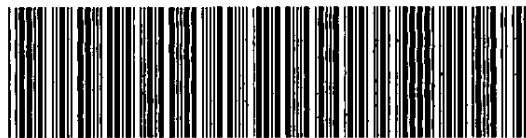
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100163676991

01/08/10--01020--002 **78.75

10 JAN - 8 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

20

Merger
01/17/10
7

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Myatt & Johnson, 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:

Collin Garner

Contact Person

Joyce, Thrasher, Kaiser & Liss, LLC

Firm/Company

Five Concourse Parkway Suite 2350

Address

Atlanta, GA 30328

City/State and Zip Code

cgarner@jtklaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Collin Garner

Name of Contact Person

At (404)

760-6000

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

APPROVED
AND
FILED
10 JAN -8 PM 2:20
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)
<u>Myatt & Johnson, Inc.</u>	<u>Florida</u>	<u>P09000100787</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Myatt & Johnson, Inc.</u>	<u>Georgia</u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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 01 / 01 / 2010 (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 12/18/2009.

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 12/18/2009.

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

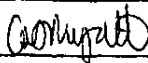
Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Myatt & Johnson, Inc.,

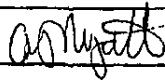
a Florida corporation



Glenn J. Myatt, President

Myatt & Johnson, Inc.,

a Georgia corporation



Glenn J. Myatt, President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER adopted by Myatt & Johnson, Inc., a business corporation organized under the laws of the State of Georgia ("Oldco"), by resolution of its Board of Directors on December 18, 2009, and adopted by Myatt & Johnson, Inc., a business corporation organized under the laws of the State of Florida ("Newco"), by resolution of its Board of Directors on December 18, 2009. The name of the surviving corporation into which Oldco is merging pursuant to this Agreement shall be Myatt & Johnson, Inc., a Florida corporation.

1. Oldco shall, pursuant to the provisions of Section 14-2-1101 of the Georgia Business Corporation Code of the State of Georgia and Section 607.1101 of the Florida Business Corporation Act of the State of Florida, be merged with and into Newco, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the State of Florida. The separate existence of Oldco, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of Section 14-2-1101 of the Georgia Business Corporation Code of the State of Georgia.

2. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Florida.

3. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until their successors are elected and qualified, or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

4. Each issued share of common stock of the non-surviving corporation immediately before the effective time and date of the merger shall be converted into one (1) share of common stock of the surviving corporation. The two (2) shares of the surviving corporation issued prior to the effective time and date of the merger shall be cancelled.

5. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of Section 14-2-1103 of the Georgia Business Corporation Code of the State of Georgia and the provisions of Section 607.1103 of the Florida Business Corporation Act of the State of Florida.

6. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by Section 14-2-1103 of the Georgia Business Corporation Code of the State of Georgia and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by Section 607.1103 of the Florida Business Corporation Act of the State of Florida, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and State of Georgia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Dated: January 1, 2010

MYATT & JOHNSON, INC.,

a Georgia corporation

By: */s/ Glenn J. Myatt*

Name: Glenn J. Myatt

Title: Chief Executive Officer

MYATT & JOHNSON, INC.,

a Florida corporation

By: */s/ Glenn J. Myatt*

Name: Glenn J. Myatt

Title: Chief Executive Officer