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**MERGER OR SHARE EXCHANGE
PARGAR MANAGEMENT COMPANY, INC**

Certificate of Status	0
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Page Count	08
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C.COULLIETTE

JAN 19 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PARGAR Management Company, 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:

Penny Farr
Contact Person

Morris Manning & Martin, LLP
Firm/Company

3343 Peachtree Road, Ste 1600
Address

Atlanta, GA 30326
City/State and Zip Code

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

For further information concerning this matter, please call:

H. Scott Lowry, Jr., Esq.
Name of Contact Person

At (404)

233-7000

Area Code & Daytime Telephone Number

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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)
PARGAR Management Company, Inc.	FL	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PARGAR Management Company, Inc.	GA	K845103

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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 1/14/10

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 1/14/2010

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

PARGAR Management Company, Inc. (FL)

TH) Kevin J. Flann

Daniel T. Forsman, President

PARGAR Management Company, Inc. (24)

Paul T. Fournier

Daniel T. Foreman, President

**AGREEMENT AND PLAN OF MERGER
OF
PARGAR MANAGEMENT COMPANY, INC. (GA)
AND
PARGAR MANAGEMENT COMPANY, INC. (FL)**

THIS AGREEMENT and PLAN OF MERGER (this "Plan of Merger"), is made and entered into as of January 14, 2010, by and between **PARGAR MANAGEMENT COMPANY, INC.**, a Georgia corporation (the "Merging Corporation"); and **PARGAR MANAGEMENT COMPANY, INC.**, a Florida corporation (the "Surviving Corporation", and, collectively with the Merging Corporation, the "Corporations").

WITNESSETH:

WHEREAS, the Board Directors of the Merging Corporation and the Board of Directors of the Surviving Corporation deem it advisable and for the benefit of the Corporations and their respective shareholders that the Merging Corporation merge into and with the Surviving Corporation pursuant to the terms of this Plan of Merger and in accordance with the applicable laws of the State of Georgia and the State of Florida; and

WHEREAS, the Sole Shareholder of each of the Merging Corporation and the Surviving Corporation has approved the Plan of Merger as required under the applicable laws of the State of Georgia and the State of Florida.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements hereinafter contained, it hereby is agreed by and between the parties hereto, that the Merging Corporation be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation in such merger, in accordance with the applicable laws of the State of Florida that the name of the surviving corporation shall continue to be PARGAR Management Company, Inc., a Florida corporation, and that the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect be as follows:

1.

The Articles of Merger shall be filed in the manner required by the laws of the State of Florida and the State of Georgia.

2.

The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the merger shall, on the Effective Date, be the Articles of Incorporation of the surviving corporation of the merger.

3.

Until altered, amended or repealed, as therein provided, the Bylaws of the Surviving Corporation as in effect on the Effective Date shall be the Bylaws of the surviving corporation of the merger.

4.

The manner of converting or otherwise dealing with the shares of each of the Corporations is as follows:

Upon the Effective Date of the merger:

- (i) All of the issued and outstanding shares of stock of the Merging Corporation shall be replaced by the same number and class or series of outstanding shares of the Surviving Corporation as represented immediately prior to the merger.
- (ii) All of the issued and outstanding shares of stock of the Surviving Corporation shall continue to represent the same number and class or series of outstanding shares of the Surviving Corporation as represented immediately prior to the merger.

5.

Upon the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall possess all of the rights, privileges, immunities, powers and franchises, as well of a public nature as of a private nature, of each of the Corporations; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of such Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in the Corporations shall not revert or be in any way impaired by reason of this merger; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of the Corporations; and any claim existing or action or proceeding, civil or criminal, pending by or against any of said Corporations may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place, and any judgment rendered against any of such Corporations may thenceforth be enforced against the Surviving Corporation; and neither the rights of creditors nor any liens upon the property of the Corporations shall be impaired by such merger.

6.

Upon the Effective Date of the merger, the assets and liabilities of the Merging Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they are carried on the books of the Merging Corporation immediately prior to the merger; and the earned surplus of the Surviving Corporation shall be the combined earned surplus of the Corporations and there shall be made such other appropriate entries consistent with generally accepted accounting principles as may be required.

7.

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the

Merging Corporation, the proper officers and directors of the Merging Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger.

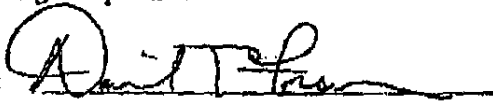
8.

This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original copy of this Agreement and all of which, when taken together, will be deemed to constitute one and the same agreement.

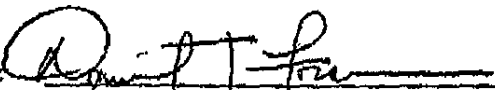
[Signatures Begin on Following Page]

IN WITNESS WHEREOF, the Corporations have each caused this Plan of Merger to be executed on their respective behalves and their respective corporate seals affixed hereto, all on the day and year first above written.

PARGAR MANAGEMENT COMPANY, INC.,
a Georgia corporation

By: 
Daniel T. Forsman, President

PARGAR MANAGEMENT COMPANY, INC.,
a Florida corporation

By: 
Daniel T. Forsman, President