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Law Offices of
Blackburn & Company L.C.

(Requestor's Name)

5150 Belfort Road, Suite

(Building 500)

Jacksonville, FL 32256

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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merger.
per
Robert L.
Jones III

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SECRETARY OF STATE
MAIL ROOM

11 FEB -2 PM 3:27

FILED

Merger

2-3-11

DC

ARTICLES OF MERGER
OF
BALLYNAHINCH INVESTMENT COMPANY, INC.
AND
PETERBILT OF DUNN, INC.

FILED
11 FEB - 2 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105, F.S.

ARTICLE I - SURVIVING CORPORATION

The name of the surviving corporation is BALLYNAHINCH INVESTMENT COMPANY, INC., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II - MERGING CORPORATION

The name of the merging corporation is PETERBILT OF DUNN, INC. which was formed under the laws of and is subject to the jurisdiction of South Carolina.

ARTICLE III - PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE IV - EFFECTIVE DATE

The merger shall become effective on the date that these Articles of Merger are accepted for filing by the Florida Secretary of State.

ARTICLE V- ADOPTION OF MERGER BY
SURVIVING CORPORATION

The Plan of Merger was adopted by the shareholders and directors of the surviving corporation on January 28, 2011.

ARTICLE VI - ADOPTION OF MERGER BY
MERGING CORPORATION

The Plan of Merger was adopted by the shareholders of the merging corporation on January 28, 2011, and adopted by the directors of the merging corporation on January 28, 2011.

PETERBILT OF DUNN, INC.,
a South Carolina
corporation

BALLYNAHINCH INVESTMENT
COMPANY, INC., a Florida
corporation

By: Raymond M. Steuert
Its: President
Raymond M. Steuert

By: Raymond M. Steuert
Its: President
Raymond M. Steuert

**PLAN OF MERGER FOR
BALLYNAHINCH INVESTMENT COMPANY, INC.
AND PETERBILT OF DUNN, INC.**

The following plan of merger is submitted in compliance with §607.1105, F.S.

ARTICLE I - SURVIVING CORPORATION

The name of the surviving corporation is BALLYNAHINCH INVESTMENT COMPANY, INC. ("BCI"), which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II - MERGING CORPORATION

The name of the merging corporation is PETERBILT OF DUNN, INC. ("POD"), which was formed under the laws of and is subject to the jurisdiction of South Carolina.

ARTICLE III - TERMS OF MERGER

The merger shall be effective as of the filing of Articles of Merger with the South Carolina Secretary of State and the filing of Articles of Merger with the Florida Department of State, both substantially in the forms attached hereto as Exhibit A, in connection with the Merger (the "Effective Time"). At the Effective Time, BCI shall be merged with POD, with BCI being the surviving corporation. The separate corporate existence of POD shall cease at the Effective Time, and all assets, liabilities, rights, privileges and franchises of POD shall inure to BCI. The Bylaws of BCI in effect immediately prior to the merger shall become the Bylaws of the surviving company following the merger.

ARTICLE IV - CONVERSION OF SHARES

At and as of the Effective Time, by virtue of the Merger, common stock in POD shall be converted to shares of BIC common stock at a rate of one (1) share of BIC stock per one (1) share

of POD common stock.

Executed this 28th day of January, 2011.

PETERBILT OF DUNN, INC.,
a South Carolina
corporation

BALLYNAHINCH INVESTMENT
COMPANY, INC., a Florida
corporation

By: Raymond M Stenz
Its: President

By: Raymond M Stenz
Its: President

EXHIBIT A
STATE OF SOUTH CAROLINA
SECRETARY OF STATE

ARTICLES OF MERGER

Corporation – Domestic

Filing Fee - \$110.00

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to S.C. Code of Laws §33-11-105, the undersigned, as the surviving corporation in a merger, hereby submits the following information:

1. The name of the surviving or acquiring corporation is Ballynahinch Investment Company, Inc.
2. Attached hereto and made a part hereof is a copy of the plan of merger (see S.C. Code of Laws, Title 33, Ch. 11). Duplicate copies of the plan of merger must be attached in order for this form to be filed.
3. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:

- (a) Name of the corporation: Peterbilt of Dunn, Inc.
Complete either (1) or (2), whichever is applicable.

- (1) ☐ Shareholder approval of the plan of merger was not required (See S.C. Code of Laws §33-11-103(h)).
- (2) ☒ The plan of merger was duly approved by shareholders of the corporation as follows:

| Voting Group | Number of Outstanding Shares | Number of Votes Entitled to be Cast | Number of Votes Represented at the Meeting | Total Number of Votes Cast | For | or | Against* |
|--------------|------------------------------|-------------------------------------|--|----------------------------|-----|----|----------|
| Common Stock | 1 | 1 | 1 | 1 | | | — |

***NOTE:** Pursuant to S.C. Code of Laws §33-11-105(a)(3)(ii), the corporation can alternatively state the total number of undisputed shares cast for the plan of merger separately by each voting group together with a statement that the number cast for the plan by each voting group was sufficient for approval by that voting group.

- (b) Name of the corporation: Ballynahinch Investment Company, Inc.
Complete either (1) or (2), whichever is applicable.

- (1) ☐ Shareholder approval of the plan of merger was not required (See S.C. Code of Laws §33-11-103(h)).
- (2) ☒ The plan of merger was duly approved by shareholders of the corporation as follows:

| Voting Group | Number of Outstanding Shares | Number of Votes Entitled to be Cast | Number of Votes Represented at the Meeting | Total Number of Votes Cast | For | or | Against* |
|--------------|------------------------------|-------------------------------------|--|----------------------------|-----|----|----------|
| Common Stock | 100,188.75 | 100,188.75 | 100,188.75 | 100,188.75 | | | _____ |

***NOTE:** Pursuant to S.C. Code of Laws §33-11-105(a)(3)(ii), the corporation can alternatively state the total number of undisputed shares cast for the plan of merger separately by each voting group together with a statement that the number cast for the plan by each voting group was sufficient for approval by that voting group.

Name of Corporation: Peterbilt of Dunn, Inc.

4. The effective date of this document shall be the date it is accepted for filing by the Secretary of State (See S.C. Code of Laws §33-1-230(b)).

Date: _____, 2011

Ballynahinch Investment Company, Inc.

Name of the Surviving Corporation

Signature and Office

Raymond M. Steuert, President

Type or Print Name and Office

Filing Checklist

- Articles of Merger (filed in duplicate)
- Attach a copy of the Plan of Merger
- \$110.00 made payable to the South Carolina Secretary of State
- Self-Addressed, Stamped Return Envelope
- Make sure the proper individual has signed the form (Please see S.C. Code of Laws §33-1-200(f))
 - Corporate forms filed with the Secretary of State should be signed by:
 - (1) the Chairman of the Board of Directors, president or another of its officers
 - (2) if directors have not been selected or the corporation has not been formed, by incorporators
 - or
 - (3) if the corporation is in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary
- Return all documents to:
 - Secretary of State
 - Attn: Corporate Filings
 - P.O. Box 11350
 - Columbia, SC 29211

EXHIBIT A
ARTICLES OF MERGER
OF
BALLYNAHINCH INVESTMENT COMPANY, INC.
AND
PETERBILT OF DUNN, INC.

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105, F.S.

ARTICLE I - SURVIVING CORPORATION

The name of the surviving corporation is BALLYNAHINCH INVESTMENT COMPANY, INC., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II - MERGING CORPORATION

The name of the merging corporation is PETERBILT OF DUNN, INC. which was formed under the laws of and is subject to the jurisdiction of South Carolina.

ARTICLE III - PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE IV - EFFECTIVE DATE

The merger shall become effective on the date that these Articles of Merger are accepted for filing by the Florida Secretary of State.

ARTICLE V- ADOPTION OF MERGER BY
SURVIVING CORPORATION

The Plan of Merger was adopted by the shareholders and directors of the surviving corporation on _____, 2011.

ARTICLE VI - ADOPTION OF MERGER BY
MERGING CORPORATION

The Plan of Merger was adopted by the shareholders of the merging corporation on _____, 2011, and adopted by the directors of the merging corporation on _____, 2011.

PETERBILT OF DUNN, INC.,
a South Carolina
corporation

BALLYNAHINCH INVESTMENT
COMPANY, INC., a Florida
corporation

By: _____
Its: _____

By: _____
Its: _____