

P170000064995

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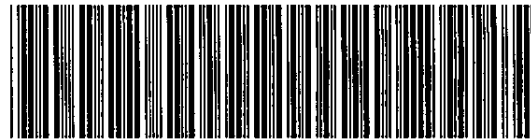
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Stage of Grace Enterprises, 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:

George M. Johnson

Contact Person

George M. Johnson, P.C.

Firm/Company

215 High Lea Rd.

Address

Brentwood, TN 37027

City/State and Zip Code

george@johnsontnlaw.com

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

For further information concerning this matter, please call:

George M. Johnson

Name of Contact Person

At ( 615 ) 373-2054

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

# **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)
Stage of Grace Enterprises, Inc.	Florida	P17000064995

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Stage of Grace Enterprises, Inc.	Florida	P17000064995
BBC Enterprise, Inc.	Tennessee	482376

**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** 09 / 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 August 4, 2017.

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 August 4, 2017.

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

Stage of Grace Enterprises, Inc.

Michael Boroff by gmi  
Michael Boroff by gmi

Michael Booth

BBC Enterprise, Inc.

Michael Berthel <sup>21</sup> by gmt  
4/10/14

Michael Booth

## **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>
Stage of Grace Enterprises, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Stage of Grace Enterprises, Inc.	Florida
BBC Enterprise, Inc.	Tennessee

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

See attached Plan of Merger

**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)*

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:

See Plan of Merger attached.

**PLAN OF MERGER**  
**OF**  
**BBC ENTERPRISE, INC. AND STAGE OF GRACE ENTERPRISES, INC.**

Pursuant to the provisions of T.C.A. § 48-21-101 et seq. of Chapter 48 the Tennessee Business Corporation Act and the provisions F.S.A. §607.1101 et seq. of Chapter 607 of the Florida Business Corporation Act (Effective July 1, 2014), the undersigned Tennessee Corporation and Florida Corporation adopt this Plan of Merger:

1. The name of the surviving corporation is:

**Stage of Grace Enterprises, Inc.**                      A Florida corp. Doc. # P17000064995.  
708 Chelsea Way  
Lake Placid, FL 33852

2. The name and jurisdiction of each merging corporation to the merger is as follows:

**BBC Enterprise, Inc.**                                      A Tennessee corporation, Control No. 482376.  
3262 Mecklenburg Dr.  
Columbia, TN 38401, and

**Stage of Grace Enterprises, Inc.**                      A Florida corp. Doc. # P17000064995.  
708 Chelsea Way  
Lake Placid, FL 33852

3. The terms and conditions of the merger are:

a. BBC Enterprise, Inc., a Tennessee corporation, will merge into Stage of Grace Enterprises, Inc., a Florida corporation.

b. BBC Enterprise, Inc. will transfer all of its assets and liabilities to the surviving entity, Stage of Grace Enterprises, Inc.

c. Stage of Grace Enterprises, Inc.. will be a single corporation existing under the laws of the State of Florida, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.

d. The shareholders of BBC Enterprise, Inc. and the shareholders of Stage of Grace Enterprises, Inc. are identical, so identical shares will be issued.

The shareholders of BBC Enterprise, Inc., after the merger, will own 100% of the outstanding shares of Stage of Grace Enterprises, Inc., the Surviving Corporation, which 100% is the same percentage they own prior to this merger. The shareholders of BBC Enterprise, Inc. will hold shares in Stage of Grace Enterprises, Inc. in the same percentages as they held in BBC Enterprise, Inc. Therefore, the shareholders of Stage of Grace Enterprises, Inc., the Surviving Corporation will remain the same.

e. BBC Enterprise, Inc. will terminate its existence.

f. The Surviving Corporation will use the federal employer identification number ("EIN") of BBC Enterprise, Inc., the terminated Tennessee corporation, with the United States Internal Revenue Service.

g. BBC Enterprise, Inc. will file the necessary final franchise and excise tax returns with the State of Tennessee, as applicable.

h. BBC Enterprise, Inc. further certifies that it has followed the law of Tennessee for merging as a constituent partner in a foreign merger with the surviving entity being a foreign (Florida) corporation.

4. This merger from the State of Tennessee's perspective is one in which a domestic corporation (Tennessee) is the terminated entity and the Surviving Corporation is the foreign (Florida) surviving entity.

5. This merger from the State of Florida's perspective is one in which a foreign corporation (Tennessee) is the terminated entity and the Surviving Corporation is the domestic (Florida) surviving entity.

6. In a Special Combined Meeting of the Shareholders and Directors, the Plan of Merger was approved and adopted by the unanimous consent by an affirmative unanimous vote of the two shareholders/directors of BBC Enterprise, Inc.

7. In a Special Combined Meeting of the Shareholders and Directors, the Plan of Merger was approved and adopted by the unanimous consent by an affirmative unanimous vote of the two shareholders/directors of Stage of Grace Enterprises, Inc.

8. BBC Enterprise, Inc. certifies that its participation in the merger was duly authorized by all action required under the laws of the State of Tennessee; the Tennessee Business Corporation Act

9. Stage of Grace Enterprises, Inc. certifies that its participation in the merger was duly authorized by all action required under the laws of the State of Florida; the Florida Business Corporation Act.

10. There are no amendments to the charter of either corporation that is a party to this



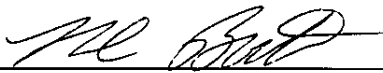
merger.

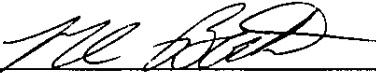
11. The merger is to be effective upon the filing of the certificate of merger.

**WITNESSETH**, this the 4<sup>th</sup> day of August 2017.

BBC Enterprise, Inc.

Stage of Grace Enterprises, Inc.

By:   
Michael Booth, President

By:   
Michael Booth, President

August 4, 2017  
Signature Date

August 4, 2017  
Signature Date