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T. LEMIEUX

My fee

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BB Leasing - FL, 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)
BB Leasing - FL, Inc.	Florida	P17000065667

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BB Leasing - FL, Inc.	Florida	P17000065667
BB Leasing, Inc.	Tennessee	873478

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)

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TALLAHASSEE, FLORIDA

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>

Ronald L Booth II w/POA
by Amy
Ronald L Booth II w/POA
by Amy

Ronald L. Booth II

Ronald L Booth II ^{by Jmf}
_{by Jmf}

Ronald L. Booth II

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:

Name

Jurisdiction

BB Leasing - FL, Inc.

Florida

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

Name

Jurisdiction

BB Leasing - FL, Inc.

Florida

BB Leasing, 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
BB LEASING, INC. AND BB LEASING - FL, 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:

BB Leasing - FL, Inc. 708 Chelsea Way Lake Placid, FL 33852	A Florida corp., Document No. P17000065667.
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2. The name and jurisdiction of each merging corporation to the merger is as follows:

BB Leasing, Inc. 105 Temptation Ave. Lake Placid, FL 33852, and	A Tennessee corporation, Control No. 873478.
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BB Leasing - FL, Inc. 708 Chelsea Way Lake Placid, FL 33852	A Florida corp., Document No. P17000065667.
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3. The terms and conditions of the merger are:

a. BB Leasing, Inc., a Tennessee corporation, will merge into BB Leasing - FL, Inc., a Florida corporation.

b. BB Leasing, Inc. will transfer all of its assets and liabilities to the surviving entity, BB Leasing - FL, Inc.

c. BB Leasing - FL, 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 BB Leasing, Inc. and the shareholders of BB Leasing - FL, Inc. are identical, so identical shares will be issued. The shareholders of BB Leasing, Inc., after the merger, will own 100% of the outstanding shares of BB Leasing - FL, Inc., the Surviving Corporation, which 100% is the same percentage they own prior to this merger. The shareholders of BB Leasing, Inc. will hold shares in BB Leasing - FL, Inc. in the same percentages as they held in BB Leasing, Inc. Therefore, the shareholders of BB Leasing - FL, Inc., the Surviving Corporation will remain the same.

e. BB Leasing, Inc. will terminate its existence.

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

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

h. BB Leasing, 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 BB Leasing, 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 BB Leasing - FL, Inc.

8. BB Leasing, 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. BB Leasing - FL, 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.

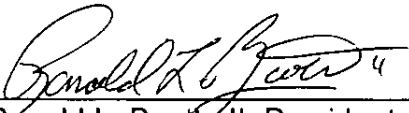
10. There are no amendments to the charter of either corporation that is a party to this merger.

11. The merger is to be effective September 1, 2017 ~~upon the filing of the certificate of merger.~~

WITNESSETH, this the 4th day of August 2017.

BB Leasing, Inc.

BB Leasing - FL, Inc.

By: 
Ronald L. Booth, II, President

By: 
Ronald L. Booth, II, President

August 11, 2017
Signature Date

August 11, 2017
Signature Date