

P18000089617

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS  
FEB 14 2020

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Sculpture Group Inc

Signature \_\_\_\_\_

Requested by: Seth

02/03/20

Name

Date

Time

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\_\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_\_ Courier \_\_\_\_\_

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** John Henry Sculptor, 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:

David A. Townsend, Esquire

\_\_\_\_\_  
Contact Person

Townsend and Brannon

\_\_\_\_\_  
Firm/Company

608 West Horatio Street

\_\_\_\_\_  
Address

Tampa, FL 33606

\_\_\_\_\_  
City/State and Zip Code

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

For further information concerning this matter, please call:

Pamela Henry

\_\_\_\_\_  
Name of Contact Person

At ( 305 ) 794-8655

\_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

## 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)
John Henry Sculptor, Inc.	Florida	<del>P18000059617</del> P18-89617

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Structure Group, Inc. of Florida	Florida/Tennessee	F19000000100

**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** 01-30-2020 (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 11/15/19

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 11/15/19

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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STATE  
DEPARTMENT OF  
FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

The Structure Group, Inc. of Florida

J. R. Hines

**John Henry, President and Director**

**John Henry Sculptor, Inc.**

John R. L. L. L.

**John Henry, President and Director**

*[Handwritten signature]*

**Pamela Henry, Secretary and Director**

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CLERK OF DISTRICT COURT  
STATE OF OREGON

**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>
John Henry Sculptor, Inc.	Florida
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
The Structure Group Inc., of Florida	Florida and Tennessee
_____	_____
_____	_____
_____	_____
_____	_____

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STATE OF FLORIDA

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

1. The Structure Group, Inc., of Florida will merge with John Henry Sculptor, Inc. which will be the surviving entity.
2. John Henry Sculptor, Inc., will assume all obligations, liabilities and assets of The Structure Group, Inc. of Florida.

**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:

See attached sheet.

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:

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TALLAHASSEE, FLORIDA

IV. The sole shareholder of The Structure Group, Inc. of Florida and the sole shareholders of John Henry Sculpture, Inc. will surrender shareholdings to John Henry Sculptor, Inc., in exchange for co-equal ownership of the surviving corporation.

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SHIRLEY J. STALL  
FALL APPEAL, FLORIDA