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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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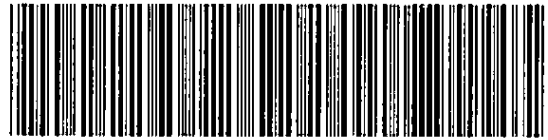
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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merger

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2019 NOV 25 PM 3:50

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KUHNS LAW FIRM, PLLC

JEFFREY R. KUHNS, ESQ., LL.M. IN TAXATION
also admitted in California and Minnesota

252 W. Marion Ave., Ste. #1129
Punta Gorda, Florida 33950
www.KuhnsLawFirm.com
Phone: (941) 205-8000
Fax: (941) 205-8001

Estate Planning • Wills, Trusts and Estates • Probate and Trust Administration • Business Law • Real Estate • Tax Law

Drafter's Email | Jeff@KuhnsLawFirm.com
File No. 1284.40

November 19, 2019

Department of State
New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: TallPines Forest Products, Inc.

Dear Secretary of State:

Enclosed with this letter please find the following documents in regards to the above referenced matter:

1. Articles of Incorporation for Florida Corporation (x2 originals);
2. Check #1148 for \$70.00 for filing fees for Florida Corporation;
3. Articles of Merger and Plan of Merger (x2 originals);
4. Check #1149 for \$70.00 for filing fees for Plan of Merger (1 surviving corporation and 1 merging corporation);

Upon receipt of the same, please file the Articles of Incorporation for the above referenced entity and then file the Articles of Merger and Plan of Merger for the above referenced

Please contact the undersigned if you require further information.

Very truly yours,



Jeffrey R. Kuhns

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TALLPINES FOREST PRODUCTS, 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:

Jeffrey R. Kuhns, Esq.

Contact Person

Kuhns Law Firm, PLLC

Firm/Company

252 W. Marion Ave., #1129

Address

Punta Gorda, FL 33950

City/State and Zip Code

Tall Pines Forest Products: tallpinesfp@gmail.com

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

For further information concerning this matter, please call:

Jeffrey R. Kuhns

Name of Contact Person

At (941) 205-8000

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

COVER LETTER

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Division of Corporations

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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
FOR
TALLPINES FOREST PRODUCTS, INC.,
A Florida corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2019 NOV 25 PM 3:50

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

**Article I
Surviving Corporation**

The name and jurisdiction of the surviving corporation (the surviving corporation):

| Name | Jurisdiction | Document Number (If known/ applicable) |
|---------------------------------|--------------|---|
| TALLPINES FOREST PRODUCTS, INC. | Florida | P19-93826 |

**Article II
The Merging Corporation**

The name and jurisdiction of the merging corporation (the merging corporation(s)):

| Name | Jurisdiction | Document Number (If known/ applicable) |
|---------------------------------|---------------|---|
| TALLPINES FOREST PRODUCTS, INC. | West Virginia | Control Number 9A9TQ |

**Article III
Plan of Merger**

The Plan of Merger is attached.

**Article IV
Effective Date**

The merger shall become effective on January 1, 2020.

**Article V
Adoption by Surviving Corporation**

The Plan of Merger was adopted by the shareholders of the surviving corporation on November

Article VI
Adoption of Merger by Merging Corporation(s)


The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 18, 2019.

Article VII
Signatures

Surviving Corporation

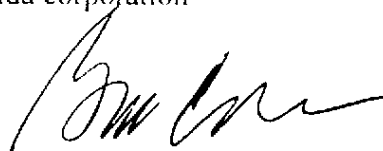
ATTEST:

TALLPINES FOREST PRODUCTS, INC.
a Florida corporation



Mindy Marie Cole, Secretary

By:




(SEAL)
Gail Cole, President

THE UNDERSIGNED, President of TALLPINE FOREST PRODUCTS, INC., a Florida corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

TALLPINES FOREST PRODUCTS, INC.
a Florida corporation

By:




Gail Cole, President

Merging Corporation

ATTEST:

TALLPINES FOREST PRODUCTS, INC.
a West Virginia corporation


Mindy Marie Cole, Secretary

By:  (SEAL)
Gail Cole, President

THE UNDERSIGNED, President of TALLPINES FOREST PRODUCTS, INC., a West Virginia corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

TALLPINES FOREST PRODUCTS, INC.
a West Virginia corporation

By: 
Gail Cole, President

PLAN OF MERGER
TALLPINES FOREST PRODUCTS, INC.
A West Virginia corporation
INTO
TALLPINES FOREST PRODUCTS, INC.,
A Florida corporation

THESE ARTICLES OF MERGER, dated as of this 18 day of November, 2019, the (the "**Articles**") pursuant to the provisions of the Florida Business Corporation Act, Ch. 607, Fla. Stat., as amended, (hereinafter referred to as the "**Act**") are entered into by and between the corporations named in Article THIRD below, which are referred to herein collectively as the Constituent Corporations.

FIRST: The Constituent Corporations have agreed to effect a merger, and that the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to the Act, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged are and shall be as set forth herein.

SECOND: TALLPINES FOREST PRODUCTS, INC., a Florida corporation whose Articles of Incorporation are contemporaneously filed with these Articles, shall be the surviving corporation (hereinafter sometimes called the "**Surviving Corporation**") under the name of "TALLPINES FOREST PRODUCTS, INC."

THIRD: The parties to these Articles of Merger are TALLPINES FOREST PRODUCTS, INC., a close corporation initially organized under the General Corporation Law of Maryland on February 24, 1997, and subsequently merged into, re-incorporated, and existing under the West Virginia Business Corporation Act on April 17, 2015 (hereinafter sometimes called the "**Merging Corporation**") and TALLPINES FOREST PRODUCTS, INC., a Florida corporation whose Articles of Incorporation are contemporaneously filed with these Articles. The date on which the merger is to be effective is January 1, 2020. TALLPINES FOREST PRODUCTS, INC. was validly dissolved in Maryland pursuant to the merger and re-incorporation in West Virginia.

FOURTH: The Articles of Incorporation of the Surviving Corporation are not being amended.

FIFTH: The Merging Corporation has an authorized capitalization of 1,000 shares of common stock without par value, all of one class, of which 1,000 shares are issued and outstanding. The Surviving Corporation has an authorized capitalization of 1,000 shares of common stock all of one class, without par, of which 1,000 shares are issued and outstanding; the aggregate par value of all shares being One Thousand Dollars (\$1,000.00).

SIXTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Act, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows (the "**Share Exchange**");

A. Each share of capital stock of the Surviving Corporation which is issued and outstanding on the Effective Date (as defined in Article NINTH herein) shall remain outstanding as one share of capital stock of the Surviving Corporation;

B. Each share of capital stock of the Merging Corporation, if any, issued or held in its treasury on the Effective Date shall be cancelled; and

C. After the merger transaction described above shall have become effective, except as otherwise provided by the Act with respect to dissenting shareholders, each holder of an outstanding certificate or certificates theretofore representing capital stock of the Merging Corporation shall surrender the same to the Surviving Corporation and each such share shall be canceled of record.

The Share Exchange is intended to qualify as a statutory merger as provided for under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "**Code**"). Immediately after the exchange, there shall be a continuity of interest between the by the sole shareholder (the "**shareholder**") of the Surviving Corporation who is also the sole shareholder of the Merging Corporation as required under the Code.

SEVENTH: The shareholder of the Surviving Corporation hereby adopt these articles by written informal action, all in the manner and by the vote required by the Florida Business Corporation Act and the Charter of the Surviving Corporation. A written informal action setting forth approval of these Articles of Merger was signed by the shareholder of the Surviving Corporation entitled to vote thereon, and such unanimous written informal action is filed with the

and by the vote required by the Florida Business Corporation Act and the Charter of the Surviving Corporation.

EIGHTH: The shareholder of the Merging Corporation hereby adopt these articles by written informal action, all in the manner and by the vote required by the West Virginia Business Corporation Act and the Charter of the Merging Corporation. A written informal action setting forth approval of these Articles of Merger was signed by the shareholder of the Merging Corporation entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the shareholder of the Merging Corporation, all in the manner and by the vote required by the West Virginia Business Corporation Act and the Charter of the Merger Corporation.

NINTH: Upon the Effective Date:

A. The assets and liabilities of Merging Corporation shall be assumed, absorbed, and taken up on the books of the Surviving Corporation at the amount at which they shall all that time be carried on the books of the Merging Corporation, subject to such adjustment, if any, as may be necessary to conform to the Surviving Corporation's accounting procedures, and

B. All of the rights, privileges, immunities, powers, purposes and franchises of Merging Corporation and all property, real, personal and mixed, and all debts due to the Merging Corporation on whichever account shall be vested in the Surviving Corporation, and all property rights, privileges, immunities, powers, purposes, franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were

of the Merging Corporation, and all debts, liabilities, obligations and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The merger provided for by these Articles of Merger shall become effective (the "**Effective Date**") and the separate existence of the Merging Corporation, except insofar as continued by statute, shall cease on the date that an Agreement of Merger, approved, certified, executed and acknowledged by the Merging Corporation and the Surviving Corporation as required by the Laws of the State of West Virginia, on January 1, 2020.

IN WITNESS WHEREOF, TALLPINES FOREST PRODUCTS, INC., a Florida Corporation and TALLPINES FOREST PRODUCTS, INC., a West Virginia corporation, the corporations' parties to the merger, have caused these Articles of Merger to be signed in their respective corporation names and on their behalf by the respective Presidents and witnessed or attested by their respective secretaries as of the 18 day of November, 2019.

Surviving Corporation

ATTEST:

TALLPINES FOREST PRODUCTS, INC.
a Florida corporation

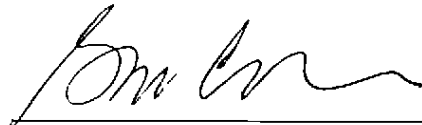

Mindy Marie Cole, Secretary

By:  (SEAL)
Gail Cole, President

THE UNDERSIGNED, President of TALLPINE FOREST PRODUCTS, INC., a Florida corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

TALLPINES FOREST PRODUCTS, INC.
a Florida corporation

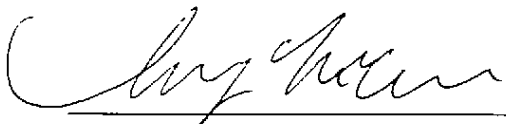
By:


Gail Cole, President


Merging Corporation

ATTEST:

TALLPINES FOREST PRODUCTS, INC.
a West Virginia corporation


Mindy Marie Cole, Secretary


By:

 (SEAL)
Gail Cole, President

THE UNDERSIGNED, President of TALLPINES FOREST PRODUCTS, INC., a West Virginia corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

TALLPINES FOREST PRODUCTS, INC.
a West Virginia corporation

By:


Gail Cole, President

**WRITTEN ACTION BY SHAREHOLDER(S) IN LIEU OF SPECIAL MEETING
PER F.S., § 706.0704
TO APPROVE
PLAN OF MERGER**

**TALLPINES FOREST PRODUCTS, INC.
A West Virginia corporation**

INTO

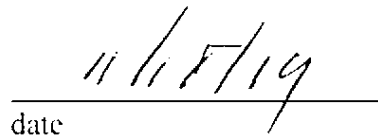
**TALLPINES FOREST PRODUCTS, INC.,
A Florida corporation**

The undersigned Shareholders hereby undertake this written action approving the proposed plan of merger and related filings with the Florida Department of State, Division of Corporations to merge TALLPINES FOREST PRODUCTS, INC., A West Virginia corporation into TALLPINES FOREST PRODUCTS, INC., A Florida corporation in lieu of a meeting

Shareholders of TallPines Forest Products, Inc., a West Virginia corporation:

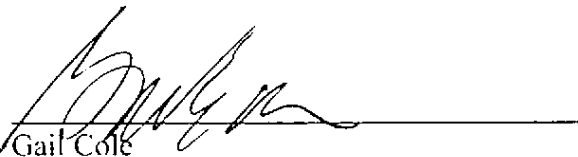
| Name: | Shares Owned | Percentage Interest |
|--------------|---------------------|----------------------------|
| Gail Cole | 1,000 | 100% |

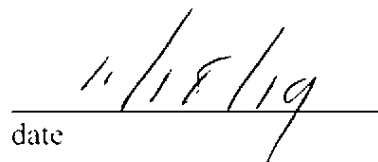

Gail Cole


date

Shareholders of TallPines Forest Products, Inc., a Florida corporation:

| Name: | Shares Owned | Percentage Interest |
|--------------|---------------------|----------------------------|
| Gail Cole | 1,000 | 100% |


Gail Cole


date