

P24000054926

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COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: RIVER CARLTON TAYLOR, INC.

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

BRAD CARLTON

Contact Person

RIVER CARLTON TAYLOR, INC.

Firm/Company

517 SW 1ST AVE

Address

FORT LAUDERDALE, FL 33301

City/State and Zip Code

findre@yahoo.com

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

For further information concerning this matter, please call:

BRAD CARLTON

Name of Contact Person

At ( 954 ) 557-7906

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

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

**ARTICLES OF MERGER  
MERGING  
J.G. JESS TAYLOR & SONS, INC.  
INTO  
RIVER CARLTON TAYLOR, INC.**

2024 OCT 29

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>
<b>RIVER CARLTON TAYLOR, INC.</b>	<b>Domestic</b>	<b>P24000054926</b>

SECOND: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
<b>J.G. JESS TAYLOR &amp; SONS, INC.</b>	<b>Domestic</b>	<b>359311</b>

THIRD: The Plan of Merger is attached as Exhibit "A".

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on October 29<sup>th</sup>, 2024.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on October 29<sup>th</sup>, 2024.

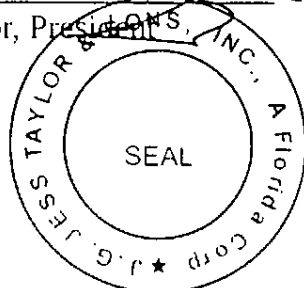
Dated: October 29<sup>th</sup>, 2024.

**J.G. JESS TAYLOR & SONS, C.**

**RIVER CARLTON TAYLOR, INC.**

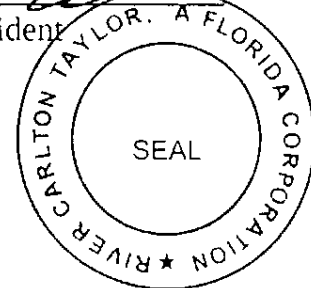
By: \_\_\_\_\_

G. Wade Taylor, President



By: \_\_\_\_\_

Brad Carlton, President



**EXHIBIT "A"**  
**PLAN OF MERGER**

The following plan of merger is submitted in compliance with Section 607.1101 Florida Statutes.

1. Pursuant to Section 607.1101, Florida Statutes, as of the Effective Time (as defined herein) **J.G. JESS TAYLOR & SONS, INC.**, a Florida corporation (the "Merging Corporation") shall be merged, with and into **RIVER CARLTON TAYLOR, INC.**, a Florida corporation (herein sometimes called the "Surviving Corporation") (the "Merger"). The Surviving Corporation shall be the surviving corporation.

2. The Merger shall become effective when Articles of Merger are filed with Florida Department of State pursuant to Section 607.1105, Florida Statutes. The time when the Merger shall become effective is referred to herein as the "Effective Time."

3. At the Effective Time, (i) the separate existence of Merging Corporation shall cease and Merging Corporation shall be merged with and into Surviving Corporation and Surviving Corporation shall continue as the surviving corporation; (ii) the articles of incorporation of Surviving Corporation shall remain unchanged; (iii) the bylaws of Surviving Corporation shall remain unchanged; (iv) the directors and officers of Surviving Corporation immediately prior to the Effective Time shall remain the directors and officers of the Surviving Corporation in each case until their respective successors shall have been duly elected, designated, or qualified or until their earlier death, resignation, or removal in accordance with the Surviving Corporation's articles of incorporation and bylaws; and (v) the Merger shall, from and after the Effective Time, have all the effects provided by Section 1106 of the Florida Business Corporation Act and other applicable law.

4. At the Effective Time holders of shares of common and preferred stock, options and warrants of the Surviving Corporation shall receive consideration in accordance with the Agreement and Plan of Merger dated October 29<sup>th</sup>, 2024, among the Merging Corporation, the Surviving Corporation and other parties to the Agreement and Plan of Merger.

5. The Merging Corporation and the Surviving Corporation hereby reserve the right to amend, alter, change or repeal any provisions contained in any of the articles of this Plan of Merger or as the same may hereafter be amended in the manner now or hereafter provided by the laws of the State of Florida.

END OF EXHIBIT "A"