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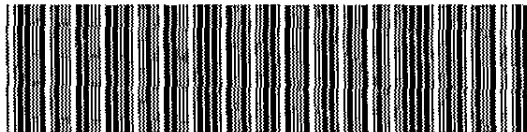
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# CAPITAL CONNECTION, INC.

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

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Boone Distributors, Inc

- \_\_\_ 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 12
- \_\_\_ 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

Signature

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**ARTICLES OF MERGER  
OF  
BOONE PROPERTIES, L.L.C. INTO BOONE DISTRIBUTORS, INC.**

The following Articles of Merger are submitted for the purpose of merging a Florida limited liability company into a Florida corporation in accordance with Section 607.1109, Florida Statutes.

**ARTICLE I – Merging Entities**

The name, form/entity type and jurisdiction for each merging party are as follows:

<u>Name:</u>	<u>Form/Entity Type:</u>	<u>Jurisdiction:</u>
Boone Properties, L.L.C. 4255 S. Pipkin Road Lakeland, FL 33811	Limited Liability Company <b>L64000090546</b>	Florida
Boone Distributors, Inc. 4255 S. Pipkin Road Lakeland, FL 33811	For Profit Corporation	Florida

**ARTICLE II – Surviving Corporation**

The name, form/entity type, and jurisdiction of the surviving corporation is as follows:

<u>Name:</u>	<u>Form/Entity Type:</u>	<u>Jurisdiction:</u>
Boone Distributors, Inc. 4255 S. Pipkin Road Lakeland, FL 33811	For Profit Corporation	Florida

**ARTICLE III – Plan of Merger**

The Plan of Merger for Boone Properties, L.L.C. to merge into Boone Distributors, Inc. is attached hereto as Exhibit "A". The attached Plan of Merger was approved by each corporation

and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

ARTICLE IV – Approval of Plan of Merger

The attached Plan of Merger meets the requirements of Section 607.1108, Florida Statutes, and was properly approved by both Boone Properties, L.L.C. and Boone Distributors, Inc., which are the only parties to the Merger.

ARTICLE V – Effective Date

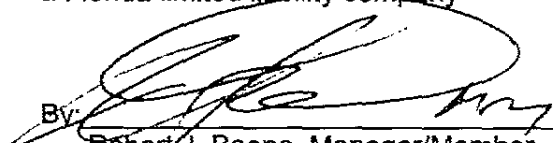
The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Merger this 14 day of August, 2007.

BOONE DISTRIBUTORS, INC.,  
a Florida corporation

By:   
Robert F. Boone, President/Director

BOONE PROPERTIES, L.L.C.,  
a Florida limited liability company

By:   
Robert J. Boone, Manager/Member

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT F. BOONE, as President/Director of Boone Distributors, Inc., a Florida corporation, who ☒ is personally known to me or who ☐ has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 14<sup>th</sup> day of August, 2007.

(NOTARIAL SEAL)



Megan E. Odom  
MY COMMISSION # DD380769 EXPIRES  
December 20, 2008  
BONDED THRU TROY FAIN INSURANCE, INC.

Megan E. Odom  
Notary Public  
State of Florida at Large  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT J. BOONE, as Manager/Member of Boone Properties, L.L.C., a Florida limited liability company, who ☒ is personally known to me or who ☐ has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 14<sup>th</sup> day of August, 2007.

(NOTARIAL SEAL)



Megan E. Odom  
MY COMMISSION # DD380769 EXPIRES  
December 20, 2008  
BONDED THRU TROY FAIN INSURANCE, INC.

Megan E. Odom  
Notary Public  
State of Florida at Large  
My Commission Expires:

**PLAN OF MERGER**  
**OF**  
**BOONE PROPERTIES, L.L.C. INTO BOONE DISTRIBUTORS, INC.**

This Plan of Merger by and between Boone Properties, L.L.C., a Florida limited liability company, and Boone Distributors, Inc., a Florida corporation, has been adopted and approved by the parties, in accordance with Section 607.1108, Florida Statutes.

**ARTICLE I – Merging Entities**

The name, form/entity type and jurisdiction for each merging party are as follows:

<u>Name:</u>	<u>Form/Entity Type:</u>	<u>Jurisdiction:</u>
Boone Properties, L.L.C. 4255 S. Pipkin Road Lakeland, FL 33811	Limited liability company	Florida
Boone Distributors, Inc. 4255 S. Pipkin Road Lakeland, FL 33811	For Profit Corporation	Florida

**ARTICLE II – Surviving Corporation**

The name, form/entity type, and jurisdiction of the surviving corporation is as follows:

<u>Name:</u>	<u>Form/Entity Type:</u>	<u>Jurisdiction:</u>
Boone Distributors, Inc. 4255 S. Pipkin Road Lakeland, FL 33811	For Profit Corporation	Florida

**ARTICLE III – Terms and Conditions of Merger**

The Merger shall be effectuated by Boone Properties, L.L.C. transferring all of its assets and liabilities to Boone Distributors, Inc. Upon the transfer of said assets and liabilities, Boone Properties, L.L.C. shall thereupon cease and will no longer exist as an independent limited

**EXHIBIT “A”**

liability company, and Boone Distributors, Inc., as the surviving corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of Boone Properties, L.L.C.

#### ARTICLE IV – Conversion of Interests

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interest, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

On the effective date of the Merger, all interests in Boone Properties, L.L.C. will be converted into common stock of Boone Distributors, Inc. with the ability for the members of Boone Properties, L.L.C. to immediately receive all of the rights, privileges, abilities and benefits granted to stockholders of Boone Distributors, Inc. After the effective date of the Merger, no interest in Boone Properties, L.L.C. shall be deemed outstanding or to have any rights other than those as set forth in this paragraph.

B. The manner and basis of converting the rights to acquire the interest, shares, or obligations or other securities of each merged party into the rights to acquire the interest, shares, obligations of other securities of the survivor, in whole or in part, into cash or other property is as follows:

On the effective date of the Merger, the members of Boone Properties, L.L.C. shall have the same rights to acquire any interest, shares, obligations or other securities of Boone Distributors, Inc. as provided to shareholders of Boone Distributors, Inc.

#### ARTICLE V – Approval of Merger

This plan of merger was approved by Boone Properties, L.L.C. and Boone Distributors, Inc. in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

#### ARTICLE VI – Effective Date

The effective date of the merger shall be the date of filing the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned hereby executes this Plan of Merger this  
14 day of August, 2007.

WITNESSES:

BOONE DISTRIBUTORS, INC.,  
a Florida corporation

Charles E. Windham  
Charles E. Windham  
[Signature]

By: [Signature]  
Robert F. Boone, President/Director

BOONE PROPERTIES, L.L.C.,  
a Florida limited liability company

Charles E. Windham  
Charles E. Windham  
[Signature]

By: [Signature]  
Robert J. Boone, Manager/Member