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Effective date
11-1-08
Merger
Tewis
11-3-08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Miller Marketing South, 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:

E. Scott Bowers, IV
(Contact Person)

Jordan Price Wall Gray Jones & Carlton, PLLC
(Firm/Company)

1951 Clark Avenue, P.O. Box 10669
(Address)

Raleigh, NC 27605-0669
(City/State and Zip Code)

For further information concerning this matter, please call:

E. Scott Bowers, IV At (919) 828-2501
(Name of Contact Person) (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)
Miller Marketing South, Inc.	NC	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Miller Marketing South, Inc.	FL	993000079831

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 11 / 1 / 2008 (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.)

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 October 2, 2008.

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 October 2, 2008.

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)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Miller Marketing South, Inc.

Paul F. Miller, II

Paul F. Miller, II

Miller Marketing South, Inc.

Paul F. Miller, II

Paul F. Miller, II

PLAN OF MERGER

THIS PLAN OF MERGER is to effect the merger of **Miller Marketing South, Inc.**, a Florida corporation, into **Miller Marketing South, Inc.**, a North Carolina corporation.

A. CORPORATIONS PARTICIPATING IN MERGER.

Miller Marketing South, Inc. (the "Merging Entity") a corporation organized under the law of Florida, will merge into **Miller Marketing South, Inc.** (the "Surviving Entity"), a corporation organized under the law of North Carolina, which will be the surviving entity.

B. NAME OF SURVIVING ENTITY.

After the merger, the Surviving Entity will have the name "**Miller Marketing South, Inc.**"

C. MERGER.

The merger of the Merging Entity into the Surviving Entity will be effected pursuant to the terms and conditions of this Plan. Upon the merger becoming effective, the existence of the Merging Entity will cease, and the existence of the Surviving Entity will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time." The merger shall become effective on **November 1, 2008**.

D. CONVERSION AND EXCHANGE OF OWNERSHIP INTERESTS.

At the Effective Time, the outstanding ownership interests of the entities participating in the merger will be converted and exchanged as follows:

- (i) **Merging Entity.** Each share of the issued stock of the Merging Entity will be converted and exchanged for one (1) share of common voting stock of the Surviving Entity.
- (ii) **Surviving Entity.** The outstanding shares of the Surviving Entity will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as interests of the Surviving Entity.

E. AMENDMENTS TO THE ARTICLES OF INCORPORATION.

The Articles of Incorporation of the Surviving Corporation shall not be amended in connection with the merger contemplated hereby.

F. ABANDONMENT.

After approval of this Plan of Merger and at any time prior to the Effective Time, the Board of Directors of the Surviving Entity may in their discretion, abandon this merger.