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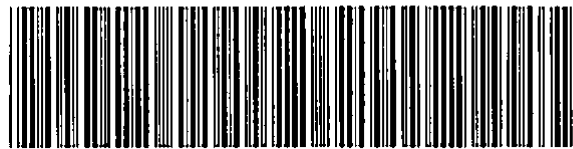
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Merger



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 2, 2020

DAVID K. MARKARIAN
MARKARIAN & HAYES
2925 PGA BOULEVARD, SUITE 204
PALM BEACH GARDENS, FL 33410

SUBJECT: DON BAILEY CARPETS 8300 INC.
Ref. Number: P94000025449

We have received your document and check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

As a condition of a merger, pursuant to s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 720A00007179

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Don Bailey Carpets S300 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:

David K. Markarian

Contact Person

Markarian & Hayes

Firm/Company

2925 PGA Boulevard, Suite 204

Address

Palm Beach Gardens, FL 33410

City/State and Zip Code

Dave@forbusinessandlife.com

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

For further information concerning this matter, please call:

David K. Markarian

Name of Contact Person

At (561) 626 4700

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

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (if known/ applicable)
Don Bailey Carpets 8300 Inc.	Florida	Profit Corporation	pg.40000025449 ✓

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Southern Carpet Corporation	Florida	Profit Corporation	188931 ✓
DBCHS Inc.	Florida	Profit Corporation	P04000162254 ✓
Prospect Carpets Inc.	Florida	Profit Corporation	P96000017177 ✓

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☐ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☒ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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

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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed
Name of Individual:

Don Bailey Carpets S300 Inc.

William D. Bailey JR.

Southern Carpet Corporation

William D. Bailey JR.

DBCFS Inc.

William D. Bailey JR.

Prospect Carpets Inc.

Donald Bailey JR.

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

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:

Name

Jurisdiction

Don Bailey Carpets 8300 Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Southern Carpet Corporation

Florida

DBCHS Inc.

Florida

Prospect Carpets Inc.

Florida

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

WHEREAS, Don Bailey Carpets 8300 Inc., Southern Carpet Corporation, DBCHS Inc., and Prospect Carpets Inc., all Florida Corporations, desire to merge into one entity with Don Bailey Carpets 8300 Inc. being the surviving corporation. It is intended that the merger shall constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986 (the Code), as amended and that this Agreement shall constitute a "plan of reorganization" as that term is used in Sections 354 and 361 of the Code.

Don Bailey Carpets 8300 Inc., Southern Carpet Corporation, DBCHS Inc., and Prospect Carpets Inc. are all in the business of retail sales of flooring. All four entities have the same common ownership with William D. Bailey owning 50% of each entity, Brett Bailey owning 25% of each entity and Albert Hinson owning 25% of each entity.

Southern Carpet Corporation, DBCHS Inc. and Prospect Carpets Inc. will transfer their assets to Don Bailey Carpets 8300 Inc., and Don Bailey Carpets 8300 Inc. will assume their liabilities. In exchange, the merged corporations will receive proportionate voting shares of Don Bailey Carpets 8300 Inc. The merged corporations shall each distribute the Don Bailey Carpets 8300 Inc. voting stock in liquidation of their stock ownership in the merged corporations. After the transaction, Southern Carpet Corporation, DBCHS Inc., and Prospect Carpets Inc. will liquidate.

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:

The FMV of the stock held and basis determined immediately before the exchange of assets and stock of the merged corporations are as follows:

- Don Bailey Carpets 8300 Inc. (EIN 65-0497425); FMV Stock Held: \$135,458.00; Basis: 125;
- Southern Carpet Corporation (EIN 65-0009370); FMV Stock Held: \$127,941.00; Basis: 125;
- DBCHS Inc. (EIN 54-2164828); FMV Stock Held: \$74,656.00; Basis: 125;
- Prospect Carpets Inc. (EIN 65-0718280); FMV Stock Held: \$171,518.00; Basis: 125.

The shareholders of the merged corporations will maintain continuity of ownership by receiving the same proportionate ownership that they held in the merged entities in the surviving corporation. At the end of the reorganization William D Bailey will continue to own 51% of Don Bailey Carpets 8300 Inc., Albert Hinson will continue to own 26% of Don Bailey Carpets 8300 Inc., and Brett Bailey will continue to own 23% of Don Bailey Carpets 8300 Inc. Each party to the transaction has adopted the plan of reorganization. After the reorganization and liquidation of the merged corporations, the surviving corporation, Don Bailey Carpets 8300 Inc., will make an S election on Form 2553.

The effective date of the merger shall be the date on which the Articles of Merger are filed with the Florida Department of State.

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: