

DEC-19-2003 3:46 PM SMITH HULSEY & BUSEY FAX NO. 904-359-7712  
Division of Corporations

**P 95 0000 89638**  
Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H03000335415 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)205-0380

From:

Account Name : SMITH HULSEY & BUSEY  
Account Number : 075030000653  
Phone : (904)359-7008  
Fax Number : (904)359-7712

EFFECTIVE DATE  
1-1-04

**MERGER OR SHARE EXCHANGE**

**HAYES TIMBER CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

RECEIVED  
03 DEC 19 PM 3:46  
DIVISION OF CORPORATIONS

FILED  
2003 DEC 19 PM 4:50  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

*Merger*

*12/22/03*

DEC-19-2003 FRI 03:43 PM SMITH HULSEY & BUSEY FAX NO. 9043577712  
Department of State 12/16/2003 4:00 PAGE 1/1 RightFax

P. 02/07



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 16, 2003

HAYES TIMBER CORPORATION  
P O BOX 417  
BLOUNTSTOWN, FL 32424

SUBJECT: HAYES TIMBER CORPORATION  
REF: P95000089638

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Our records indicate the correct name of the entity is H AND L TIMER COMPANY, INC., please correct the name throughout the document.

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) 245-6869.

Teresa Brown  
Document Specialist

FAX Aud. #: H03000335415  
Letter Number: 403A00067150

DEC-19-2003 FRI 03:43 PM SMITH HULSEY & BUSEY

FAX NO. 9043577712

P. 03/07

Department of State 12/15/2003 4:48 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Ghanda E. Hood  
Secretary of State

December 15, 2003

HAYES TIMBER CORPORATION  
P O BOX 417  
BLOUNTSTOWN, FL 32424

SUBJECT: HAYES TIMBER CORPORATION  
REF: P95000089638

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records indicate the correct name of the entity is H AND L TIMER COMPANY, INC., please correct the name throughout the document.

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) 245-6869.

Teresa Brown  
Document Specialist

FAX Aud. #: H03000335415  
Letter Number: 403A00067150

(((H03000335415 3)))

**ARTICLES OF MERGER**  
of  
**H AND L TIMBER COMPANY, INC.**  
(a Florida corporation)  
with and into  
**HAYES TIMBER CORPORATION**  
(a Florida corporation)

EFFECTIVE DATE  
1-1-04

Pursuant to the Florida Business Corporation Act, H and L Timber Company, Inc., a Florida corporation, ("H & L"), and Hayes Timber Corporation, a Florida corporation ("Hayes Timber"), hereby submit these Articles of Merger:

1. A copy of the Agreement and Plan of Merger dated November 26, 2003, (the "Plan"), with respect to the merger of H & L with and into Hayes Timber, is attached to these Articles of Merger as Exhibit A and is specifically incorporated herein.
2. The effective date of the Merger shall be January 1, 2004.
3. The Plan was approved by the Board of Directors of Hayes Timber on November 26, 2003. Shareholder approval of the Plan was not required by the Shareholders of Hayes Timber, the surviving corporation, pursuant to Florida Statutes, Section 607.1103(7).
4. The Plan was approved by the Shareholders of H & L on December 10, 2003.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by their duly authorized officers this 10th day of December, 2003.

**H AND L TIMBER COMPANY, INC.****HAYES TIMBER CORPORATION**

By: D. Burke Hayes  
D. Burke Hayes, President

By: D. Burke Hayes  
D. Burke Hayes, President

00427652.DOC.1

(((H03000335415 3)))

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2003 DEC 19 PM 4:50

H03000335415 3

**AGREEMENT AND PLAN OF MERGER**  
**of**  
**H AND L TIMBER COMPANY, INC.**  
**(a Florida corporation)**  
**with and into**  
**HAYES TIMBER CORPORATION**  
**(a Florida corporation)**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement") is made and entered into this 26th day of November, 2003, by and between **H AND L TIMBER COMPANY, INC.**, a Florida corporation ("H & L") and **HAYES TIMBER CORPORATION**, a Florida corporation ("HAYES TIMBER") (H & L and HAYES TIMBER hereinafter collectively referred to as the "Corporations").

**WITNESSETH:**

WHEREAS, H & L is a corporation organized and existing under the laws of the State of Florida, with its principal office at Fannin Avenue, P.O. Box 794, Blountstown, Florida 32424; and

WHEREAS, HAYES TIMBER is a corporation organized and existing under the laws of the State of Florida, with its principal office at Highway 275 North, Blountstown, Florida 32424; and

WHEREAS, the current shareholder of H & L is Hayes Forestry Management, Ltd. Because of stock transfers that will be made between the date of this Plan and the Effective Date, on the Effective Date (defined below), the shareholders of H & L will be D. Burke Hayes, Nancy Hayes Breslin and Brooks Anne Meierdierks; and

WHEREAS, the current shareholders of Hayes Timber are Nancy Hayes Breslin and the Nan D. Hayes Irrevocable Trust dated April 30, 1999. Because of stock transfers that will be made between the date of this Plan and the Effective Date, on the Effective Date, the shareholders of H & L will be D. Burke Hayes, Nancy Hayes Breslin and Brooks Anne Meierdierks; and

WHEREAS, the laws of the State of Florida permit a merger of two corporations; and

WHEREAS, each of the respective board of directors the Corporations have deemed it advisable to merge H & L with and into HAYES TIMBER (the "Merger"), and have approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Corporations have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

H03000335415 3

H03000335415 3

#### ARTICLE I

On the Effective Date, as defined in Article VIII below, the Merger shall become effective, at which time the separate existence of H & L shall cease and H & L shall be merged, pursuant to Section 607.1101, Florida Statutes (2003), with and into HAYES TIMBER, which shall continue its existence as a Florida corporation and be the corporation surviving the Merger (the "Surviving Corporation").

#### ARTICLE II

The Surviving Corporation shall be governed by the laws of the State of Florida. On the Effective Date, the Articles of Incorporation of HAYES TIMBER, as filed with the Secretary of State of the State of Florida, shall be the Articles of Incorporation of the Surviving Corporation until further amended in the manner provided by law.

#### ARTICLE III

The manner of carrying into effect the Merger shall be as follows:

1. On the Effective Date, the issued and outstanding shares of stock of H & L shall cease to be outstanding, be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto.
2. The issued and outstanding shares of stock of HAYES TIMBER shall remain issued and outstanding after the Effective Date and the Merger shall have no effect on any of shares of stock of HAYES TIMBER that are then issued and outstanding.

#### ARTICLE IV

At such time as the Merger becomes effective, title to all of the assets of H & L shall be vested in HAYES TIMBER without reversion or impairment and HAYES TIMBER shall thenceforth be responsible for all of the liabilities and obligations of H & L. Any proceeding pending against H & L may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

#### ARTICLE V

Prior to and from and after the Effective Date, the Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said Surviving Corporation,

H03000335415 3

H03000335415 3

according to the terms hereof, the title to any property or rights of H & L, the last acting President of H&L, or the President of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

#### ARTICLE VI

On the Effective Date, all of the assets, liabilities, reserves and accounts of the Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Corporations, subject to such adjustments or eliminations of intercompany items as may be appropriate giving effect to the Merger.

#### ARTICLE VII

Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Corporations by appropriate resolution of any of their limited partner and general partners at any time prior to the Effective Date (defined below) of the Merger.

#### ARTICLE VIII

This Agreement and Articles of Merger incorporating the terms of this Agreement shall be filed in accordance with the laws of the State of Florida. The Merger shall become effective as of January 1, 2004 (the "Effective Date").

#### ARTICLE IX

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida without regard to conflict of law principles.

**IN WITNESS WHEREOF**, each of the Corporations has caused this Agreement to be signed in its name by its President as of the date first above written.

**H AND L TIMBER COMPANY, INC.**

**HAYES TIMBER CORPORATION**

By: \_\_\_\_\_  
D. Burke Hayes, President

By: \_\_\_\_\_  
D. Burke Hayes, President

00427667.DOC.1

H03000335415 3