

P96000015918

FILED
96 FEB 1 AM 9:56
TALLAHASSEE, FLORIDA
500001720095
-02/21/96--01014--001
****122.50 ****122.50

CARL A. BERTICH, P.A.

(Requestor's Name)

537 East Park Avenue

(Address)

Tallahassee, FL 32301 904/222-2563

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Hart River Company

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Please call
him at
222-2563
for pick up -
Thanks -

D. BROWN FEB 21 1996

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
HART RIVER COMPANY**

FILED
95 FEB 21 AM 9:56
RECORDING & CLERK'S OFFICE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is HART RIVER COMPANY

ARTICLE II

DURATION

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

AMENDMENT OF ARTICLES

The power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 537 East Park Avenue, Tallahassee, FL 32301. The initial registered agent of this corporation is Robert L. Underwood, whose mailing address is Carl A. Bertoch, P.A., 537 East Park Avenue, Tallahassee, FL 32301.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Directors and Officers of the Corporation, who shall hold such offices for the first year and/or until their successors are chosen and duly qualified, shall be:

Heather Leighanne Underwood
537 East Park Avenue, Tallahassee, Florida 32301

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Robert L. Underwood
537 East Park Avenue
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 20th day of February, 1996.


Robert L. Underwood

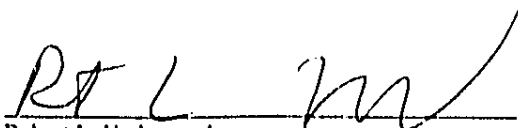
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

That HART River Company desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 537 East Park Avenue, Tallahassee, FL 32301, has named as its agent ROBERT L. UNDERWOOD, located at 537 East Park Avenue, Tallahassee, FL 32301, to accept service of process within Florida.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties.

DATED this 20th day of February, 19 96.


Robert L. Underwood
Registered Agent

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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96 FEB 21 AM 9:56

P96000015918

CARL A. BERTOCH, P.A.

Requestor's Name

537 East Park Avenue

Address

Tallahassee, FL 32301 904/222-2563

City/State/Zip

Phone #

Office Use Only

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96 JUN 21 PM 4:10
SEC. OF STATE
TALLAHASSEE, FL

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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*****35.00 *****35.00

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) *Morser* _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

☐ Walk in

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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Call Lucy
222-2563
when ready
for pick up or
w/ questions.*

P960000159 18



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GULF COAST MANAGEMENT CONSULTANTS, INC., a Florida corporation
L88101

INTO

HART RIVER COMPANY, a Florida corporation, P96000015918.

File date: May 21, 1996

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

FILED

96 MAY 21 PM 4:30

Pursuant to the provisions of Section 607.1105, F.S., the undersigned Florida corporations have adopted Articles of Merger for the purpose of merging them into one such corporation.

1. The Plan of Merger was approved by each of the undersigned corporations, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.
2. As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner:
 - (a) The Plan of Merger was adopted by **GULF COAST MANAGEMENT CONSULTANTS, INC.** by unanimous written consent of the Directors and Shareholders on May 10, 1996.
 - (b) The Plan of Merger was adopted by **HART RIVER COMPANY** by unanimous written consent of the Directors and Shareholders on May 10, 1996.
3. The name of the surviving corporation is **HART RIVER COMPANY**, a Florida corporation.
4. The manner of the adoption of the Plan of Merger and the vote by which it was adopted constitute full legal compliance with the provisions of Section 607.1103 F.S. and with the Articles of Incorporation and By-Laws of the undersigned corporations.
5. The effective date of the merger is the date on which the Certificate of Merger is issued by the Florida Department of State.

DATED: May 10, 1996

**GULF COAST MANAGEMENT
CONSULTANTS, INC.**



Anne Underwood
President/Director

HART RIVER COMPANY



Anne Underwood
President/Director

MERGER AGREEMENT

Agreement made this 10th day of May, 1996 between **GULF COAST MANAGEMENT CONSULTANTS, INC.**, a corporation organized under the laws of the State of Florida, having its principal office at 342 Green Dolphin Drive, Cape Haze, Florida, and **HART RIVER COMPANY**, a corporation organized under the laws of the State of Florida, having its principal office and place of business at 342 Green Dolphin Drive, Cape Haze, Florida.

RECITALS

The respective Directors and Shareholders of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that **GULF COAST MANAGEMENT CONSULTANTS, INC.** be merged into **HART RIVER COMPANY**

For reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Sections 607.1101, 607.1103, 607.1105, and 607.1106, Florida Statutes, that **GULF COAST MANAGEMENT CONSULTANTS, INC.** shall be merged into **HART RIVER COMPANY** as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger and the method of carrying it into effect.

SECTION ONE HART RIVER COMPANY TO BE SURVIVING CORPORATION

GULF COAST MANAGEMENT CONSULTANTS, INC. shall be merged into **HART RIVER COMPANY** and the corporate existence of **GULF COAST MANAGEMENT CONSULTANTS, INC.** shall cease and the corporate existence of **HART RIVER COMPANY** shall continue under the name of **HART RIVER COMPANY**, which shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and **HART RIVER COMPANY** shall become the subject to all the debts and liabilities of the constituent corporations in the same manner as if **HART RIVER COMPANY** had itself incurred them.

**SECTION TWO
PRINCIPAL OFFICE**

The principal office of **HART RIVER COMPANY** shall remain the principal office of the corporation following this merger.

**SECTION THREE
OBJECTS AND PURPOSES**

The nature of the business and purposes proposed to be transacted and carried on by the corporation following the merger remain the same as prior to the merger, as provided in Chapter 607, Florida Statutes.

**SECTION FOUR
ARTICLES OF INCORPORATION**

The Articles of Incorporation of **HART RIVER COMPANY** shall not be amended and shall continue to be the Articles of Incorporation of the surviving corporation.

**SECTION FIVE
BY-LAWS**

The present By-Laws of **HART RIVER COMPANY** insofar as not inconsistent with this Agreement of Merger, shall be the By-Laws of the corporation following the merger until altered, amended, or repealed as therein provided.

**SECTION SIX
NAMES AND ADDRESSES OF DIRECTORS**

The names and addresses of the persons who constitute the Board of Directors of **HART RIVER COMPANY**, following merger, and who shall hold office until the first annual meeting of the shareholders of **HART RIVER COMPANY** following merger, are as follows:

<u>Name</u>	<u>Address</u>
D. Anne Underwood	342 Green Dolphin Drive Cape Haze, Florida 33946
Heather Underwood	11126 Pondview Orlando, Florida
Robert Underwood	342 Green Dolphin Drive Cape Haze, Florida 33946

SECTION SEVEN EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the effective date of the merger, engage in any activity other than in the ordinary course of business except as contemplated by this agreement.

SECTION EIGHT REGISTERED AGENT OF SURVIVING CORPORATION

The individual hereinafter named shall be the registered agent to the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands may be served:

<u>Name</u>	<u>Address</u>
Robert L. Underwood	CARL A. BERTOCH, P.A. 537 East Park Avenue Tallahassee, FL 32301

SECTION NINE
ASSETS OF DISAPPEARING CORPORATION

All property, real, personal and mixes and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to **GULF COAST MANAGEMENT CONSULTANTS, INC.** shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.

SECTION TEN
LIABILITIES OF DISAPPEARING CORPORATION

The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against **GULF COAST MANAGEMENT CONSULTANTS, INC.** may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

SECTION ELEVEN
EFFECTIVE DATE OF AGREEMENT

This Agreement shall become effective on the date of filing of the Articles of Merger with the Office of the Secretary of State.

SECTION TWELVE
OFFICERS OF SURVIVING CORPORATION

On the effective date of the merger, the following persons shall be elected to the offices hereinbelow described, to serve in such capacities until the next annual meeting of the Board of Directors, or until their successors shall be elected and shall qualify:


President:	D. Anne Underwood
Secretary:	Heather Underwood

**SECTION THIRTEEN
CONVERSION OF SHARES**

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows: Each share of common stock of **GULF COAST MANAGEMENT CONSULTANTS, INC.** outstanding on the effective date of the merger shall thereupon, without further action, become one share of common stock of **HART RIVER COMPANY**. Further, after this merger, **HART RIVER COMPANY** shares shall be owned fifty percent by the **HEATHER LEIGHANNE UNDERWOOD IRREVOCABLE TRUST** and fifty percent by the **ANNE TAYLOR UNDERWOOD IRREVOCABLE TRUST**.

IN WITNESS WHEREOF, the directors, or a majority thereof, of **GULF COAST MANAGEMENT CONSULTANTS, INC.**, and the directors, or a majority thereof of **HART RIVER COMPANY** have caused this agreement to be executed under their respective corporate seals on the day and year first above written.

Attest:




Heather Underwood
Corporate Secretary

HART RIVER COMPANY

By: 

D. Anne Underwood, President

Attest:



Heather Underwood
Corporate Secretary

**GULF COAST MANAGEMENT
CONSULTANTS, INC..**

By: 

D. Anne Underwood, President

**Certificate Designating Registered Office
for the Service of Process Within the
State of Florida, and Naming the Registered
Agent Upon Whom Process May be Served**

In compliance with §48.091 and 607.0501 of the Florida Statutes, and as reflected in the Plan of Merger between **GULF COAST MANAGEMENT CONSULTANTS, INC.**, and **HART RIVER COMPANY**, and the Articles of Merger, the following is submitted:

1. That **HART RIVER COMPANY** under the laws of the State of Florida, with its principal place of business in the County of Osceola, State of Florida, has named **ROBERT L. UNDERWOOD**, located at Carl A. Bertoch, P.A. 537 East Park Avenue, Tallahassee, FL. 32301 as its Registered Agent to accept service of process within the State of Florida.

DATED: May 15, 1996

HART RIVER COMPANY

By: D. Anne Underwood
D. Anne Underwood, President

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: May 15, 1996

Robert L. Underwood
Robert L. Underwood