

P96-000029971

(Requestor's Name)

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(City/State/Zip/Phone #)

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MAIL

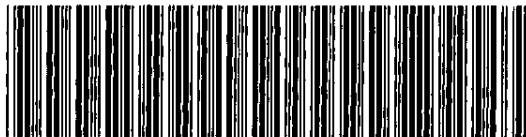
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR -6 PM 1:52

Melger

Q. Goulette MAR 6 2008



Agnew (Chris) Swynford, III
Admitted in VA, MD, NY

Heather Pedersen
Juris Doctor

Of Counsel, Amy L. Becerra
Admitted in OR
Immigration/Naturalization

February 22, 2008

Florida Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

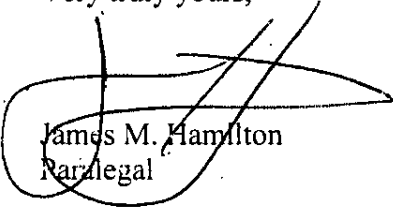
Re: Merger - Superior Disposal, Inc. and Kerkim, Inc.

Dear Sirs/Madams:

Enclosed are Articles of Merger for Superior Disposal, Inc. to merge into Kerkim, Inc., who is to be the surviving corporation, together with the Plan of Merger and our firm's check in the amount of \$78.75 for filing fees and a certified copy of the Letter of Acknowledgment.

Thank you for your attention to this matter. If you have any questions or need anything further in this regard, please do not hesitate to call me.

Very truly yours,



James M. Hamilton
Attorney at Law

/jmh

Enclosures

cc: Kenneth Mead
Kimberly Mead

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KERKIM INCORPORATED

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Agnew Swynford, III

(Contact Person)

Swynford Law Group, P.C.

(Firm/Company)

1101 Professional Drive

(Address)

Williamsburg, Virginia 23185

(City/State and Zip Code)

For further information concerning this matter, please call:

Agnew Swynford, III

(Name of Contact Person)

At (757) 345-3467

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 26, 2008

AGNEW SWYNFORD, III
SWYNFORD LAW GROUP, P.C.
1101 PROFESSIONAL DR
WILLIAMSBURG, VA 23185

SUBJECT: SUPERIOR DISPOSAL INC.
Ref. Number: P96000029971

We have received your document for SUPERIOR DISPOSAL INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 408A00011918

RECEIVED

08 MAR -6 AM 8:00

DIVISION OF CORPORATIONS

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)
KERKIM INCORPORATED	VIRGINIA	

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SUPERIOR DISPOSAL INC.	FLORIDA	

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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 / / (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
February 21, 2008 _____ 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
February 21, 2008 _____ 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

Herkim Inc.

Kimball and Neil

Kimberly M Mead
President
KierKinn, Inc.

Superior Disposal Inc.

Ar. H. M.

Kenneth H. Mend
President

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>KERKIM INCORPORATED</u>	<u>VIRGINIA</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>SUPERIOR DISPOSAL INC.,</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

See attached Plan and Agreement of Merger.

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:

(Attach additional sheets if necessary)

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, hereinafter "Agreement", dated as of January 2, 2007, between SUPERIOR DISPOSAL INC., a Florida corporation, SUPERIOR, and KERKIM, INCORPORATED, a Virginia corporation, said corporations being hereafter sometimes collectively referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, SUPERIOR is a corporation duly organized and in good standing under the laws of Florida, having been incorporated on April 3, 1996; and

WHEREAS, KERKIM INC. is a corporation duly organized and in good standing under the laws of the Commonwealth of Virginia, having been incorporated on July 2, 2001; and

WHEREAS, the authorized capital stock of SUPERIOR consists of 100 shares of common stock, of which 100 shares have been issued and are outstanding; and no other class of stock having been authorized; and

WHEREAS, the authorized capital stock of KERKIM consists of 200 shares of common stock, of which 200 shares have been issued, and are outstanding; and no other class of shares having been authorized; and

WHEREAS, KERRI S. MEAD and KIMBERLY M. MEAD each own FIFTY PER CENT (50%) of the shares of KERKIM; and

WHEREAS KERRI S. MEAD and KIMBERLY M. MEAD, each own FIFTY PER CENT (50%) of the shares of SUPERIOR, having purchased such shares pursuant to that certain STOCK SALE/PURCHASE AGREEMENT dated December 1, 2006, with closing effective as of January 2, 2007; and

WHEREAS KERRI S. MEAD and KIMBERLY M MEAD are the only directors, officers and shareholders of the Constituent Corporations; and

WHEREAS the aforesaid Directors of the Constituent Corporations deem it advisable that the constituent Corporations merge into a single corporation pursuant to this Agreement and the applicable laws of the Commonwealth of Virginia.

NOW, THEREFORE, in consideration of the agreements herein, the parties agree, in accordance with the applicable provisions of the laws of the Commonwealth of Virginia that the Constituent Corporations shall be merged into a single corporation, to-wit: KERKIM INC., a Virginia corporation, one of the Constituent Corporations, which is not a new corporation; and which shall continue its corporate existence and shall be the corporation surviving the merger, the "Surviving Corporation".

The terms of the merger are:

ARTICLE I

Effective Time of the Merger: JANUARY 3, 2007.

At the effective time of the merger, the separate existence of SUPERIOR shall cease and SUPERIOR shall be merged into the Surviving Corporation. Consummation of this Agreement for accounting purposes shall be effected January 3, 2007.

ARTICLE II

Bylaws

The Bylaws of SUPERIOR at the effective time of the merger shall be the Bylaws of the Surviving Corporation until same shall be altered or amended in accordance with the provisions thereof.

ARTICLE III

Directors and Officers

The directors of SUPERIOR have been the same as for KERKIM, INC. since JANUARY 2, 2007; and at the effective time of the merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the Bylaws of the Surviving Corporation, the officers of KERKIM, INC. and SUPERIOR at the effective time of the merger shall be the officers of the Surviving Corporation.

ARTICLE IV

Conversion of Shares in the Merger

The mode of carrying into effect the merger provided in this Agreement, and the manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation are as follows:

1. Common Stock. All of the shares of common stock of SUPERIOR issued at the effective time of the merger (100 shares) shall be converted as a result of the merger, and shall be exchanged 1/1 for shares of the Surviving Corporation.

2. Promptly following the merger, Articles of Merger shall be filed with the Virginia State Corporation Commission; and, with the Florida Department of State Division of Corporations.

3. Status of Converted Stock. All shares of Common Stock of the Surviving Corporation into which shares of Common Stock of SUPERIOR are converted as herein provided shall be fully paid and nonassessable and shall be issued in full satisfaction of all rights pertaining to such shares of common stock of SUPERIOR.

ARTICLE V

Effect of the Merger

At the effective time of the merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all the rights, privileges, immunities, powers and franchises of each of the Constituent Corporations and

all property, real, personal and mixed, and all debts due to either of said Constituent Corporations.

All property, real, personal and mixed, and all debts due to either of said Constituent Corporations, on whatever account, for stock subscriptions as well as for all other things in action or belonging to each of the said corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all the rights of creditors and all liens upon any property of either of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities and duties of said Constituent Corporations, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE VII

Approval of Shareholders; Filing of Certificate of Merger

This Agreement has been approved by the common shareholders of each of the Constituent Corporations as evidenced by their respective signatures below. A Certificate of Merger shall be signed, verified and delivered to the Virginia State Corporation Commission of the Commonwealth of Virginia.

ARTICLE VIII

Additional Agreements

The Constituent Corporations further agree:

1. This merger is pursuant to Title 26 U.S. Code Section 368(A)(1)(B) (26USCS § 368(A)(1)(B)) which is intended to be a tax-free merger under the laws of the United States of America and the Commonwealth of Virginia.

2. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect or confirm of record or otherwise, in the Surviving Corporation, the title to any property or rights of SUPERIOR acquired or to be acquired, by or as a result of the merger, the proper officers and directors of SUPERIOR and the Surviving Corporation, respectively, shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law and take such other action as may be necessary or proper in the name of SUPERIOR or the Surviving Corporation to vest, perfect, or confirm title to such other property or rights in the Surviving Corporation and otherwise carry out the purposes of this Agreement.

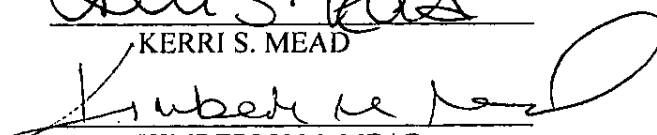
IN WITNESS WHEREOF, this Agreement has been signed by all of the directors ,
officers and shareholders of each of the Constituent Corporations, all as of the day and
year first above written.

SUPERIOR DISPOSAL INC.

KERKIM INC.

ALL OF THE DIRECTORS, OFFICERS,
SHAREHOLDERS OF EACH CORPORATION


KERRI S. MEAD


KIMBERLY M. MEAD