

P96000051296

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

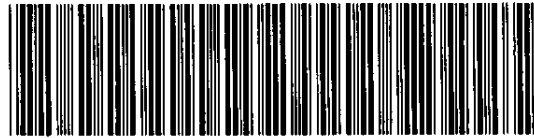
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300255013853

12/27/13--01005--011 **78.75

EFFECTIVE DATE
12-31-13

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2013 DEC 27 AM 10:30
10:30 AM
SUFFICIENT OF FILMS

C. LEWIS
DEC 8 2013
EXAMINER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
13 DEC 27 AM 9:21

APPROVED
AND
FILED

**CORPORATE
ACCESS,
INC.**

"When you need ACCESS to the world"

236 East 6th Avenue . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP: 12-27-13



CERTIFIED COPY



PHOTOCOPY



CUS



FILING

Merger

1.

CW of Plant City, Inc.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

EFFECTIVE DATE
12-31-13
ARTICLES OF MERGER

APPROVED
AND
FILED
13 DEC 27 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY THAT:

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 is C W of Plant City, Inc., a Florida corporation ("Surviving Corporation"), and the document number of such corporation is P96000051296.

SECOND: The name and jurisdiction of the merging corporation is Dee Company of Plant City, Inc., a Florida corporation ("Merging Corporation"), and the document number of such corporation is P97000066444.

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on December 31, 2013.

FIFTH: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on December 20, 2012.


SIXTH: The Plan of Merger was adopted by the shareholders of the Merging Corporation on December 20, 2012.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed this 20th day of December, 2013, by the Surviving Corporation and the Merging Corporation.

C W of Plant City, Inc.

By:  (Pres.)
Edward M. Verner, President

Dee Company of Plant City, Inc.

By:  (Pres.)
Edward M. Verner, President

APPROVED
AND
FILED

13 DEC 27 AM 9:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
C W OF PLANT CITY, INC.
AND
DEE COMPANY OF PLANT CITY, INC.**

EFFECTIVE DATE: December 31, 2013

SECTION 1. MERGER

On the Effective Date, Dee Company of Plant City, Inc., a corporation created under the laws of the state of Florida (the "Merging Corporation") will be merged with and into C W of Plant City, Inc., a corporation created under the laws of the state of Florida (the "Surviving Corporation").

SECTION 2. EFFECT OF MERGER

2.1. Single Corporation. At the time of the merger, the separate existence of the Merging Corporation will cease, and both the Merging and Surviving Corporation will be a single corporation, which will be the Surviving Corporation.

2.2. Title to Assets. The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation will be vested in the Surviving Corporation at the time of the merger without reversion or impairment, and without further act or deed.

2.3. Liabilities and Obligations. At the time of the merger, the Surviving Corporation will assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date.

2.4. Pending Proceedings. Any proceeding pending against the Merging Corporation or the Surviving Corporation at the time of the merger may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

SECTION 3. CORPORATE INCIDENTS

3.1. Articles of Incorporation. The articles of incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, will be the articles of incorporation of the Surviving Corporation following this merger.

3.2. Bylaws. The bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, will be the bylaws of the Surviving Corporation following this merger.

3.3. Board of Directors and Officers. The board of directors of the Surviving Corporation following this merger will consist of the persons who are members of the board of directors of the Surviv-



ing Corporation immediately prior to the Effective Date, and they will hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following this merger will be the persons who are the officers of the Surviving Corporation immediately prior to the Effective Date, and they will hold office at the pleasure of the board of directors of the Surviving Corporation.

SECTION 4. SHARES OF STOCK

4.1. Exchange of Shares. Each share of Merging Corporation stock outstanding at the Effective Date shall be converted into a 0.6 share of the Surviving Corporation stock without any action on the part of the holder of the stock. After the Effective Date, each holder of an outstanding certificate or certificates which, prior to the Effective Date, represented shares of Merging Corporation common stock shall be entitled, upon surrender of the certificate, to receive in exchange a certificate or certificates representing the number of shares of Surviving Corporation stock into or for which his or her shares have been converted or exchanged. Until surrendered, each outstanding certificate that prior to the Effective Date represented share of Merging Corporation common stock shall for all purposes evidence the ownership of the shares of Surviving Corporation stock into or for which such shares have been so converted or exchanged.

4.2. Cancellation of Shares. On the Effective Date, each share of stock of the Merging Corporation that is then issued and outstanding will, by virtue of the merger and without any action on the part of the Merging Corporation or the Surviving Corporation, be immediately canceled.

4.3. Continuation of Shares. Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date will continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger.

SECTION 5. EFFECTIVE DATE

The merger of the Merging Corporation and the Surviving Corporation will be effective (the "Effective Date") December 31, 2013 as set forth in the Articles of Merger in accordance with the Business Corporation Act of the state of Florida. Articles of Merger will not be filed until this plan of merger has been approved by the board of directors and shareholders of both the Merging Corporation and the Surviving Corporation.

SECTION 6. GOVERNING LAW

This merger will take place in accordance with the Business Corporation Act of the state of Florida.