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12-31-05

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05 DEC 28 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

T BROWN JAN 12 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Etchieson Investments Corporation
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Charles R. Mixon, Jr.
(Contact Person)

Jackson Myrick, LLP
(Firm/Company)

P.O. Box 1287
(Address)

Mobile, Alabama 36633
(City/State and Zip Code)

For further information concerning this matter, please call:

Charles R. Mixon, Jr. At (251) 432-1811
(Name of Contact Person) (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

January 4, 2006

CHARLES R. MIXON, JR.
JACKSON MYRICK, LLP
P.O. BOX 1287
MOBILE, AL 36633

SUBJECT: ETCHIESON INVESTMENTS CORPORATION
Ref. Number: P96000104011

We have received your document for ETCHIESON INVESTMENTS CORPORATION and your check(s) totaling \$8.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$70.00.

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

Letter Number: 106A00000271

EFFECTIVE DATE
12-31-05

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)
<u>Etchieson Investments Corporation</u>	<u>Florida</u>	<u>P960000104011</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Etchieson Holdings Corporation</u>	<u>Florida</u>	<u>P00000049626</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECRETARY OF STATE
ALL AMESSES, FLORIDA

05 DEC 28 PM 4:16

FILED

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 12/31/05 / _____ (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 December 15, 2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 December 15, 2005.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ 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 1

Typed or Printed Name of Individual & Title

Etchieson Investments Corporation

Michael L. Etchieson, Chief Executive Officer

Etchieson Holdings Corporation

Michael L. Etchieson, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Jurisdiction

Florida

The name and jurisdiction of each subsidiary corporation:

Jurisdiction

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and 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)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

The holder of stock in the parent corporation will surrender his shares in exchange for all outstanding stock in the subsidiary and surviving corporation.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

1. Upon the consummation of the merger, the Surviving Corporation shall possess all rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of ETCHIESON HOLDINGS CORPORATION.
2. Upon the consummation of the merger, all and singular rights, privileges, powers, franchises and all property real, personal or mixed and all debts due on any account and all other things in action belonging to ETCHIESON HOLDINGS CORPORATION shall be vested in ETCHIESON INVESTMENTS CORPORATION, and all property, rights, privileges, powers and franchises and all and every other interest shall thereafter be effectually the property of the Surviving Corporation as if it were ETCHIESON HOLDINGS CORPORATION, and the title to any real estate vested in ETCHIESON HOLDINGS CORPORATION shall best in the Surviving Corporation and shall not in any way be impaired by reason of the merger.
3. From and after the effective date of the merger, the Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of ETCHIESON HOLDINGS CORPORATION; and all rights of creditors and liens upon the property of ETCHIESON HOLDINGS CORPORATION shall be preserved unimpaired against the Surviving Corporation after the merger.