

P970000/4828

(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:

29th

Office Use Only



100273319401

FILED

15 MAY 29 PM 4:23

05/29/15--01010--005 \*\*/0.00

EF: 6-1-15

Morgan

JUN 09 2015

D CONNELL

FRAZIER & FRAZIER  
ATTORNEYS AT LAW  
SUITE A  
1515 RIVERSIDE AVENUE  
JACKSONVILLE, FLORIDA 32204

TELEPHONE (904) 353-5618  
FACSIMILE (904) 353-5619

CHRISTINE M. JONES

Writer's Email Address  
cjones@frazierlaw.com

May 27, 2015

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

Re: Durkee-Esdale Investments, Inc./Durkee-Esdale Holdings,  
Inc.

Dear Sirs:

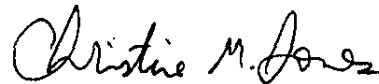
Please find enclosed herewith the following:

1. Two executed copies of Articles of Merger & Plan of Merger for Durkee-Esdale Holdings, Inc. and Durkee-Esdale Investments, Inc.
2. Check payable to the Florida Department of State for \$70.00 to cover the required filing fee.

I would greatly appreciate it if you would please file the above referenced Articles of Merger & Plan of Merger, affix the receiving stamp on the extra executed copy of the Articles of Merger and return same to me as an acknowledgment copy.

Thank you for your attention to this matter.

Very truly yours,



Christine M. Jones

CMJ:arm  
Enclosures

**ARTICLES OF MERGER & PLAN OF MERGER  
OF  
DURKEE-ESDALE HOLDINGS, INC.  
AND  
DURKEE-ESDALE INVESTMENTS, INC.**

FILED  
15 MAY 29 PM 4:23  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

Pursuant to provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Durkee-Esdale Holdings, Inc. into Durkee-Esdale Investments, Inc.

1. The following Plan of Merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act:

(a) Durkee-Esdale Investments, Inc. (the "Surviving Corporation") is a corporation organized and existing under the laws of the State of Florida.

(b) Surviving Corporation has a capitalization of 10,000 shares of \$0.10 par value common stock, of which 1,000 shares are issued and outstanding.

(c) Durkee-Esdale Holdings, Inc. (the "Absorbed Corporation") is a corporation organized and existing under the laws of the State of Florida.

(d) Absorbed Corporation has a capitalization of 100,000 shares of common stock, of which 50,000 shares are issued and outstanding.

(e) The Board of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that Durkee-Esdale Holdings, Inc. be merged into Durkee-Esdale Investments, Inc. pursuant to the provisions of Section 607.1101 et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

i. Merger and Effective Date. Effective as of June 1, 2015 (the "Effective Date"), Durkee-Esdale Holdings, Inc. shall merge with and into Durkee-Esdale Investments, Inc., which shall be the surviving corporation.

ii. Terms and Conditions. As of the Effective Date, the separate existence of the Absorbed Corporation shall cease, and the

Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

iii. Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

A. Each share of the common stock of Durkee-Esdale Holdings, Inc. issued and outstanding on the Effective Date shall be cancelled and no additional shares of the \$0.10 par value common stock of Durkee-Esdale Investments, Inc. shall be issued because the shareholders and their respective percentages of ownership of both the Absorbed Corporation and the Surviving Corporation are identical.

iv. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall **not be amended or affected by this Merger and shall continue to be in full force and effect subsequent to the Merger.**

2. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of class</u>	<u>Number of Shares</u>
Durkee-Esdale Investments, Inc.	10,000	Common	1,000
Durkee-Esdale Holdings, Inc.	100,000	Common	50,000

3. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote thereon as a class, the number of share voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Durkee-Esdale Investments, Inc.	1,000	-0-
Durkee-Esdale Holdings, Inc.	50,000	-0-

4. The date of adoption of the Plan of Merger by the stockholders and directors of both Absorbed Corporation and Surviving Corporation was May 27, 2015.

DATED: May 27, 2015

Durkee-Esdale Holdings, Inc.

By: Kendall G. Durkee  
Kendall G. Durkee, President

Attest: Kendall G. Durkee  
Kendall G. Durkee, Secretary

(CORPORATE SEAL)

Durkee-Esdale Investments, Inc.

By: Kendall G. Durkee  
Kendall G. Durkee, President

Attest: Kendall G. Durkee  
Kendall G. Durkee, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA     )  
COUNTY OF DUVAL     )

I hereby certify, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared KENDALL G. DURKEE, who is personally known to me to be the President and Secretary of Durkee-Esdale Holdings, Inc., the corporation in whose name the foregoing instrument was executed, and that he acknowledged executing the same in such capacities pursuant to authority duly vested in him by said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 27<sup>th</sup> day of May, 2015.



Alison R. Meadows  
Notary Public, State of Florida  
at Large.

My commission expires:

(SEAL)



STATE OF FLORIDA     )  
COUNTY OF DUVAL     )

I hereby certify, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared KENDALL G. DURKEE, who is personally known to me to be the President and Secretary of Durkee-Esdale Investments, Inc., the corporation in whose name the foregoing instrument was executed, and that he acknowledged executing the same in such capacities pursuant to authority duly vested in him by said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 27<sup>th</sup> day of May, 2015.



Alison R. Meadows  
Notary Public, State of Florida  
at Large.

My commission expires:

(SEAL)

