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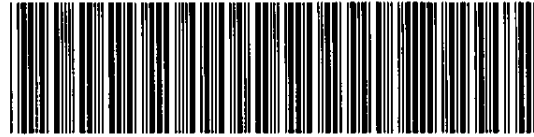
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EXPIRATION DATE
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merger
C.COULLETTE
DEC 29 2008
EXAMINER



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December 29, 2008

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

HMG Management Group, Inc. into Highland Corporation of Central Florida, Inc.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
 Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

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

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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

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

EFFECTIVE DATE
12-31-08

ARTICLES OF MERGER
of
HIGHLAND CORPORATION OF CENTRAL FLORIDA, INC.,
A FLORIDA CORPORATION
and
HMG MANAGEMENT GROUP, INC., A FLORIDA CORPORATION

These Articles of Merger are adopted by and between HIGHLAND CORPORATION OF CENTRAL FLORIDA, INC., a Florida Corporation ("Highland") and HMG MANAGEMENT GROUP, INC., a Florida Corporation ("HMG"), who state as follows:

1. The above stated corporations adopted a Plan of Merger dated the 24th day of December, 2008, being attached hereto as Exhibit "A", with said Plan of Merger being unanimously adopted and approved by all of the shareholders and directors of Highland and HMG, on the 24th day of December, 2008.

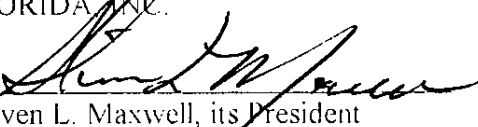
2. Pursuant to and as further set forth in said Plan of Merger, all issued and outstanding shares of HMG stock will be acquired by Highland by means of a merger of HMG into Highland

3. Highland shall be the surviving corporation upon completion of the Plan of Merger, and HMG shall cease its separate corporate existence.

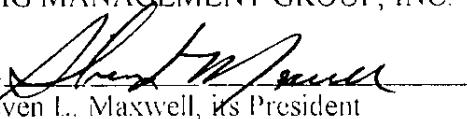
4. The effective date of the Merger described herein shall be December 31, 2008.

IN WITNESS WHEREOF, the parties have set their hands and seals on these Articles of Merger this 24th day of December, 2008.

HIGHLAND CORPORATION OF CENTRAL
FLORIDA, INC.

By: 
Steven L. Maxwell, its President

HMG MANAGEMENT GROUP, INC.

By: 
Steven L. Maxwell, its President

08 DEC 29 PM 12:55

FILED
CLERK OF COURT
DIVISION OF CORPORATE AFFAIRS

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (the "Plan of Merger"), dated the 24th day of December 2008, is made by and among HIGHLAND CORPORATION OF CENTRAL FLORIDA, INC., a Florida corporation ("Highland"), and HMG MANAGEMENT GROUP, INC., a Florida corporation ("HMG"), who state as follows:

WHEREAS, the sole shareholders and directors of Highland are Steven L. Maxwell and John Durham.

WHEREAS, the sole shareholders and directors of HMG are Steven L. Maxwell and John Durham.

WHEREAS, Highland and HMG desire that HMG merge into Highland, with Highland being the surviving corporation, on the terms, and subject to the conditions set forth in this Plan of Merger.

WHEREAS, the Board of Directors of Highland and HMG have determined that it is advisable that Highland and HMG be merged on the terms and conditions set forth herein, in accordance with 607.1101, et al, Florida Statutes.

NOW THEREFORE, for and in consideration of the sum of ten dollars and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE I RECITALS

The above stated recitals are true and correct and are incorporated herein by reference.

ARTICLE II MERGER

1. For purposes of this Plan of Merger, the term "effective date" shall mean December 31, 2008, that being the date selected by the parties hereto to be the effective date of this merger and as set forth in the Articles of Merger which will be filed with the Florida Secretary of State.

2. On the effective date, HMG shall be merged into Highland. The separate existence of HMG shall cease at the effective date and the existence of Highland shall continue unaffected and unimpaired by the merger, with all rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all of the duties and liabilities of corporations organized under the laws of the State of Florida.

3. As an effect of this merger, and at the effective date, Highland shall possess all of the rights, privileges, immunities, and franchises, of both a public and private nature, of HMG, and shall be responsible and liable for all liabilities and obligations of HMG, all as more particularly set forth in Section 607.1106, et al, Florida Statutes.

4. This Plan of Merger has been unanimously adopted and approved by the shareholders and directors of Highland and HMG pursuant to the laws of the State of Florida.

ARTICLE III TERMS OF THE MERGER

1. Each of the 1,000 shares of the common stock of HMG owned equally by Steven L. Maxwell and John Durham prior to the merger described herein shall, by virtue of the merger and without any action on the part of HMG or their shareholders, be canceled of record simultaneously with the effectiveness of the merger.

2. As soon as practical after the effective date, the shareholders of HMG shall surrender their stock certificates for cancellation and/or reissuance to comply with the terms of the merger stated herein.

3. If at any time after the effective date, any of the corporate parties hereto shall determine that any further conveyances, agreements, documents, instruments, and assurances for any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of such corporation, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to carry out the provisions of this Plan of Merger.

4. Upon the closing of this Plan of Merger, Highland and HMG shall cause their respective officers to execute Articles of Merger which shall be delivered for filing to the Florida Secretary of State. In accordance with 607.1105, Florida Statutes, said Articles of Merger shall specify the effective date as December 31, 2008.

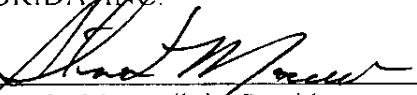
5. At any time before the effective date, this Plan of Merger may be terminated and the merger abandoned by mutual consent of the Boards of Directors of Highland and HMG, notwithstanding favorable action of the shareholders of the respective corporations.

6. At any time before the effective date, this Plan of Merger may be amended by the mutual consent of the Directors of Highland and HMG.

SIGNATURES ON FOLLOWING PAGE

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first written above:

HIGHLAND CORPORATION OF CENTRAL
FLORIDA, INC.

By: 
Steven L. Maxwell, its President

HMG MANAGEMENT GROUP, INC.

By: 
Steven L. Maxwell, its President