

# P97000023369

HunterMaclean

ATTORNEYS AT LAW

HUNTER, MACLEAN,  
EXLEY & DUNN, P.C.  
POST OFFICE BOX 9848  
SAVANNAH, GEORGIA 31412-0048

SAVANNAH OFFICE  
TELEPHONE: 912.236.0261  
E-MAIL: SPROVOST@HMED.COM

February 10, 2000

VIA FEDERAL EXPRESS

Secretary of State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200003132442--7  
-02/11/00--01057--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Merger of Savannah Harry Barker, Inc. into Harry Barker, Inc.

Dear Sir or Madam:

200003132442--7  
-02/25/00--01072--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

In accordance with the applicable provisions of the Florida Business Corporation Code (the "Code"), enclosed please find the following documents:

1. Original and one (1) conformed copy of the Articles of Merger of the corporations referred to above;
2. Original and one (1) conformed copy of the Plan of Merger of the corporations referred to above; and
3. Our check in the amount of \$35.00 made payable to the Florida Department of State, representing payment of the filing fee.

Please note that this merger is to be effective February 11, 2000.

Please file the enclosed at your earliest opportunity and return the Certificate of Merger which reflects the merger of the corporations effective February 11, 2000, to me in the self-addressed Federal Express mailer enclosed.

Thank you for your assistance in this matter.

Sincerely,

*Steve Provost*

Steve Provost  
Corporate Paralegal

*Merger  
2-25-00  
HKS*

**FILED**  
00 FEB 11 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/slp  
Enclosures

# HunterMaclean

ATTORNEYS AT LAW

HUNTER, MACLEAN,  
EXLEY & DUNN, P.C.  
POST OFFICE BOX 9848  
SAVANNAH, GEORGIA 31412-0048

SAVANNAH OFFICE  
TELEPHONE: 912.236.0261  
E-MAIL: SPROVOST@HMED.COM

February 21, 2000

## VIA CERTIFIED MAIL

Attn.: Doug Spitler  
Secretary of State of Florida  
Division of Corporations- Amendments  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Merger of Savannah Harry Barker, Inc. into Harry Barker, Inc.

Dear Doug:

Please find enclosed our check in the amount of \$35.00 made payable to the Florida Department of State, representing payment of the filing fee for the Georgia Corporation. My apologies for the delay.

Please note that this merger is to be effective February 11, 2000.

Please file the enclosed at your earliest opportunity with the material previously sent. Thank you for your assistance in this matter.

Sincerely,



Steve Provost  
Corporate Paralegal

/slp  
Enclosures

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

HARRY BARKER, INC., a Florida corporation, P97000023369

INTO

**HARRY BARKER, INC.**, a Georgia corporation not qualified in Florida.

File date: February 11, 2000

Corporate Specialist: Doug Spitler

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>HARRY BARKER, INC.</u> <u>718 LYONS LANE</u> <u>LONGBOAT, FL 34228</u>	<u>MANATEE COUNTY</u>	<u>CORPORATION</u>
Florida Document/Registration Number: <u>P97000023369</u>		FEI Number: <u>22-3508195</u>
2. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

**FILED**  
00 FEB 11 PM 3:06  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HARRY BARKER, INC.	CHATHAM COUNTY	CORPORATION
411 EAST LIBERTY STREET	GEORGIA	
SAVANNAH, GEORGIA 31401		

Florida Document/Registration Number: K953011  
GEORGIA

FEI Number: 22-3508195

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of: 12/1/2011

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

*(Note: Please see instructions for required signatures.)*

Name of Entity

Signature(s)

Typed or Printed Name of Individual

HARRY BARKER, INC.

CAROL PERKINS

HARRY BARKER, INC.

CAROL PERKINS

(Attach additional sheet(s) if necessary)

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
HARRY BARKER, INC.	MANATE COUNTY, FLORIDA

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
HARRY BARKER, INC.	CHATHAM COUNTY, GEORGIA

**THIRD:** The terms and conditions of the merger are as follows:

HARRY BARKER, INC., A FLORIDA CORPORATION, ON THE EFFECTIVE DATE OF THE MERGER SHALL BE MERGED WITH AND INTO HARRY BARKER, INC., A GEORGIA CORPORATION. THE CONSTITUENT CORPORATION SHALL EXIST AS A SINGLE CORPORATION UNDER THE LAWS OF THE STATE OF GEORGIA.

*(Attach additional sheet(s) if necessary)*

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

On the Effective Date, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged into the Surviving Corporation, which shall possess all of the rights, privileges, powers and franchises, of a public as well as a private nature, and be subject to all of the restrictions, disabilities, and duties of the Merged Corporation; and, all and singular, the rights, privileges, powers and franchises of the Merged Corporation, and all property, real and personal and mixed and all debts due to the Merged Corporation shall be vested in the Surviving Corporation.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

All property, rights, privileges, power and franchises, and all every other interest shall be thereafter effectively the property of the Surviving Corporation as they were of the Merged Corporation.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

NA



**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

NA

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

- 1) The adopted Plan of Merger of the Surviving Corporation is on file at 411 East Liberty Street, Savannah, GA 31401, to be furnished to any shareholder at their request.
- 2) The Plan of Merger has been approved by the Board of Directors and Sole Shareholder of the Surviving Corporation.
- 3) The Surviving Corporation has filed a Certificate of Merger with the State of Georgia and certifies that a request for publication of a notice of merger has been made.
- 4) The Articles of Incorporation of the Surviving Corporation in effect as of the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation.
- 5) The Surviving Corporation shall be governed by the laws of the State of Georgia.
- 6) The merger shall be effective as of the date of filing.

**EIGHTH:** Other provisions, if any, relating to the merger:

None

*(Attach additional sheet(s) if necessary)*