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Division of Corporations

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P97000084014

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
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From: Account Name : SMITH HULSEY & BUSEY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

JOHNNY JOHNSON, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Merger
KRG
4/27
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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

HOWARD JOHNSON HAULING CONTRACTOR, INC., a Florida corporation,
document number P94000055737

INTO

JOHNNY JOHNSON, INC., a Florida corporation, P97000084014.

File date: April 27, 1999

Corporate Specialist: Karen Gibson

April 27, 1999

JOHNNY JOHNSON, INC.
308 PICKETVILLE RD
JACKSONVILLE, FL 32220US

SUBJECT: JOHNNY JOHNSON, INC.
REF: P97000084014

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE ADD THE DATE AT THE TOP OF THE FIRST PAGE OF THE PLAN OF MERGER. [CR2] I TRIED CALLING BUT THE NUMBER GIVEN WAS FOR BELL-SOUTH,

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000009814
Letter Number: 699A00022229

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**ARTICLES OF MERGER
OF HOWARD JOHNSON HAULING CONTRACTOR, INC.
WITH AND INTO JOHNNY JOHNSON, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, **HOWARD JOHNSON HAULING CONTRACTOR, INC.**, a Florida corporation, and **JOHNNY JOHNSON, INC.**, a Florida corporation, hereby submit the following Articles of Merger:

1. The names of the corporations that are parties to the merger are Howard Johnson Hauling Contractor, Inc. and Johnny Johnson, Inc. Johnny Johnson, Inc. is the surviving corporation.

2. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit "A" and incorporated herein.

3. In accordance with the Plan of Merger, the effective date of the merger shall be the date these Articles of Merger are filed with the Office of the Secretary of the State of Florida.

4. The Plan of Merger was duly approved by the shareholders of each of Howard Johnson Hauling Contractor, Inc. and Johnny Johnson, Inc. by unanimous written consent dated April 26, 1999.

5. The Plan of Merger was duly approved by the Board of Directors of each of Howard Johnson Hauling Contractor, Inc. and Johnny Johnson, Inc. by unanimous written consent dated April 26, 1999.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers as of April 26, 1999.

**HOWARD JOHNSON HAULING
CONTRACTOR, INC.**

JOHNNY JOHNSON, INC.

By Johnny Ray Johnson
Johnny Ray Johnson, President

By Johnny Ray Johnson
Johnny Ray Johnson, President

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PLAN OF MERGER

This **PLAN OF MERGER** is dated April 26, 1999 between **HOWARD JOHNSON HAULING CONTRACTOR, INC.**, a Florida corporation, and **JOHNNY JOHNSON, INC.**, a Florida corporation.

STIPULATIONS

A. Howard Johnson Hauling Contractor, Inc., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 7143 West Beaver Street, Jacksonville, Florida 32205, and has a capitalization of 1,000 authorized shares of \$1.00 common stock, of which 1,000 shares are issued and outstanding.

B. Johnny Johnson, Inc., is a corporation organized and existing under the laws of the State of Florida with its principal office at 308 Picketville Road, Jacksonville, Florida 32220, and has a capitalization of 10,000 authorized shares of \$1.00 common stock, of which 1,000 shares are issued and outstanding.

C. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Howard Johnson Hauling Contractor, Inc. be merged with and into Johnny Johnson, Inc. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business 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 set forth below, the constituent corporations agree as follows:

1. **Merger.** Howard Johnson Hauling Contractor, Inc. shall merge with and into Johnny Johnson, Inc., which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of Howard Johnson Hauling Contractor, Inc. shall cease, and Johnny Johnson, Inc., as the surviving corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of Howard Johnson Hauling Contractor, Inc., without the necessity for any separate transfer. Johnny Johnson, Inc., as the surviving corporation, shall then be responsible and liable for all liabilities and obligations of Howard

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3. Conversion of Shares. The manner and basis of converting the shares of Howard Johnson Hauling Contractor, Inc. into shares of the surviving Johnny Johnson, Inc. is as follows:

- (a) The shares of Howard Johnson Hauling Contractor, Inc. common stock issued and outstanding as of the Effective Date of Merger shall cease to be outstanding and shall be converted into Four hundred twenty-nine (429) shares of common stock of Johnny Johnson, Inc.
- (b) The shares of Johnny Johnson, Inc. common stock issued and outstanding as of immediately before the Effective Date of Merger shall remain issued and outstanding after the Effective Date of Merger.

4. Changes in Articles of Incorporation. The articles of incorporation of the surviving Johnny Johnson, Inc. shall continue to be its articles of incorporation following the effective date of the merger.

5. Changes in Bylaws. The bylaws of the surviving Johnny Johnson, Inc. shall continue to be its bylaws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the surviving Johnny Johnson, Inc. shall continue to be the directors and officers of the surviving Johnny Johnson, Inc. for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

7. Prohibited Transactions. None of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. Approval by Shareholders. This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

9. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

10. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

11. Representation. Howard Johnson Hauling Contractor, Inc. represents and warrants that it has entered into this Plan of Merger pursuant to its own initiative and without inducement or duress and fully understands all the terms and significance of this transaction. Howard Johnson Hauling Contractor, Inc. further represents and warrants that it has had the

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opportunity to review this Plan of Merger, together with all supporting documentation, with its own independent counsel. Howard Johnson Hauling Contractor, Inc. acknowledges that Smith Hulsey & Busey has represented the interest of Johnny Johnson, Inc. and has made no representations whatsoever to Howard Johnson Hauling Contractor, Inc. or its shareholders.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers on the ____ day of April, 1999.

**HOWARD JOHNSON HAULING
CONTRACTOR, INC.**

JOHNNY JOHNSON, INC.

By _____
Johnny Ray Johnson
Its President

By _____
Johnny Ray Johnson
Its President

By _____
Howard Lee Johnson
Sole Shareholder

By _____
Johnny Ray Johnson
Sole Shareholder

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