

P97000107438

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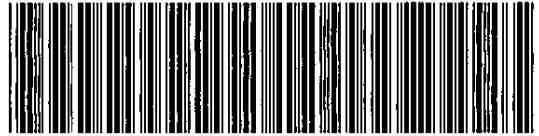
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10 MAR 23 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mayer

3/29/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Braymen's Powder Coating, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Tommy D. Permenter, Jr., Esquire

Contact Person

The Permenter Law Firm, P.A.

Firm/Company

2201 S.E. 30th Avenue, Suite 202

Address

Ocala, Florida 34471

City/State and Zip Code

Tommy@Permenterlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tommy D. Permenter, Jr., Esquire

Name of Contact Person

At (352)

622-1811

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

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>Braymen's Powder Coating, Inc.</u>	<u>Marion County, Florida</u>	<u>P97000107438</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>EMB Properties, Inc.</u>	<u>Marion County, Florida</u>	<u>P01000081182</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 / / (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 March 19, 2010.

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 March 19, 2010.

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)

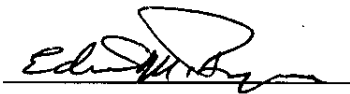
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Braymen's Powder Coating



Edward M. Braymen, President

Inc.

EMB Properties, Inc.



Edward M. Braymen, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Braymen's Powder Coating, Inc.

Marion County, Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

EMB Properties, Inc.

Marion County, Florida

Third: The terms and conditions of the merger are as follows:

The sole shareholder of the merging corporation has agreed to transfer all of his shares in, and assets and liabilities of, the merging corporation to the surviving corporation. On the effective date of this merger, the separate corporate existence of the merging corporation will cease. There will be no changes made to the Articles of Incorporation of the surviving corporation as a result of this Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the effective date of this merger, each share of common stock of the merging corporation, issued and outstanding, shall be canceled.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

NONE

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: