

P98000011775

Capitol Services, Inc.

1406 Hays St., Suite 2

Tallahassee, FL 32301

(850) 878-4734

Kathi or Brent

FILED

01 DEC 21 PM 2:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. McLeod Services, Inc. S44265
(Corporation Name) (Document #)

2. McLeod Land Services, Inc. P98-11725
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 12/21

☐ Certified Copy

☐ Mail Out

☐ Will wait

☒ Photocopy

☐ Certificate of Status

100004735631--5
-12/21/01-01024-002
*****70.00 *****70.00

NEW FILINGS

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

EFFECTIVE DATE
12-31-01

Merger
12-21-01
PHS

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☒ Merger

File
2d

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

RECEIVED
01 DEC 21 AM 11:07
DIVISION OF CORPORATIONS

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MCLEOD SERVICES, INC., a Florida corporation, S44265

INTO

MCLEOD LAND SERVICES, INC. which changed its name to

MCLEOD LAND & EQUIPMENT, INC., a Florida entity, P98000011775.

File date: December 21, 2001 , effective December 31, 2001

Corporate Specialist: Doug Spitler

FILED

ARTICLES OF MERGER
OF MCLEOD SERVICES, INC. INTO
MCLEOD LAND SERVICES, INC.

01 DEC 21 PM 2:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, et. seq. of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The Plan of Merger was approved by the Shareholders of each of the undersigned Corporations in a manner prescribed by the Florida Business Corporation Act. The Plan of Merger is attached to these Articles of Merger as **Exhibit "A"** and incorporated by reference herein. The effective date of the Plan of Merger is December 31, 2001.

2. The dates of adoption of the Plan of Merger by the Shareholders were:

<u>Name of Corporation</u>	<u>EFFECTIVE DATE</u> <u>12-31-01</u>	<u>Date</u>
MCLEOD Services, Inc. A Florida corporation		November 27, 2001
MCLEOD Land Services, Inc. A Florida corporation		November 27, 2001

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

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
MCLEOD Services, Inc.	1,000
MCLEOD Land Services, Inc.	1,000

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
MCLEOD Services, Inc.	1,000	0
MCLEOD Land Services, Inc.	1,000	0

DATED: December 20, 2001

MCLEOD Services, Inc.,
A Florida corporation,

[Corporate Seal]

By: James A. McLeod
Its: President

and: James A. McLeod
Its: Secretary

MCLEOD Land Services, Inc.
A Florida corporation,

[Corporate Seal]

By: James A. McLeod
Its: President

and: James A. McLeod
Its: Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on December 20, 2001, by James A. McLeod, as President and Secretary of MCLEOD Services, Inc., who is (Notary choose one) [☒] personally known to me, or [☐] who has produced _____ as identification.

Donna Fay Earhart

Signature of Notary Public

Printed name: Donna Fay Earhart

My Commission expires:



Donna Fay Earhart
Commission # CC 767971
Expires SEP 25, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on December 20, 2001, by James A. McLeod, as President and Secretary of McLeod Land Services, Inc., who is (Notary choose one) [☒] personally known to me, or [☐] who has produced _____ as identification.

Donna Fay Earhart

Signature of Notary Public

Printed name: Donna Fay Earhart

My Commission expires:



Donna Fay Earhart
Commission # CC 767971
Expires SEP 25, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

H:\APPS\wp80\4842\2\Article of Merger

EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER dated December 20, 2001, between McLeod Land Services, Inc., a Florida corporation (hereinafter referred to as "Surviving Corporation"), and McLeod Services, Inc., a Florida corporation (hereinafter referred to as "Absorbed Corporation").

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 7733 S.R. 72, Sarasota, FL 34241; and

WHEREAS, Surviving Corporation has a capitalization of 50,000 authorized shares of \$1.00 Par Value Common Stock, of which ONE THOUSAND (1000) shares are issued and outstanding; and

WHEREAS, Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 7733 S.R. 72, Sarasota, FL 34241; and

WHEREAS, Absorbed Corporation has a capitalization of 50,000 authorized shares of \$1.00 Par Value Common Stock of which ONE THOUSAND (1,000) shares are issued and outstanding; and

WHEREAS, The Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that Absorbed Corporation be merged into Surviving Corporation 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.

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

SECTION ONE - MERGER

Effective December 31, 2001, Absorbed Corporation shall merge with and into Surviving Corporation, which will be the Surviving Corporation. The name of the Surviving Corporation shall be McLeod Land & Equipment, Inc.

SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, 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 of 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.

SECTION THREE - CONVERSION OF SHARES

The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows: Each share of the \$1.00 Par Value Common Stock of Absorbed Corporation issued and outstanding on the effective date of the merger shall be cancelled and no additional shares shall be issued due to the commonality of ownership.

SECTION FOUR - CORPORATE STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Corporation will continue to be treated as an S Corporation under the Internal Revenue Code of 1986, as amended. When the Absorbed Corporation, an S Corporation, shall cease on the effective date of the merger, the taxable year of the Absorbed Corporation will end. The Surviving Corporation shall succeed to all corporate tax liabilities of the Absorbed Corporation.

SECTION FIVE - CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger. The name of the Surviving Corporation shall change to McLeod Land & Equipment, Inc.

SECTION SIX - CHANGES IN BYLAWS

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION SEVEN - DIRECTORS AND OFFICERS

The Board of Directors of the Surviving Corporation shall consist of a minimum of two members. The Directors of the

Surviving Corporation on the effective date of the merger shall be the following persons, who shall serve until the next annual meeting of the Surviving Corporation or until their successors have been duly elected or appointed and qualified:

James A. McLeod

Charles E. McLeod, Jr.

The officers of the Surviving Corporation on the effective date of the merger shall be the following person, who shall serve until the next annual meeting of the Board of Directors or until his successors have been duly elected or appointed and qualified:

President:	James A. McLeod
Vice President:	Charles E. McLeod, Jr.
Secretary:	James A. McLeod
Treasurer:	Charles E. McLeod, Jr.

SECTION EIGHT - PROHIBITED TRANSACTIONS

Neither 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 Absorbed and Surviving Corporations may pay regular quarterly dividends on their outstanding Common Shares, and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION NINE - 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 at meetings to be

held on or before December 30, 2001, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

SECTION TEN - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be December 31, 2001.

SECTION ELEVEN - ABANDONMENT OF MERGER

This Plan of Merger may be abandoned by actions of the Board of Directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date, if the merger is not approved by the stockholders of either the Surviving or the Absorbed Corporation on or before December 30, 2001.

SECTION TWELVE - EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries, pursuant to the authorization of the respective Boards of Directors on the date first above written.

McLeod Land Services, Inc.,
a Florida Corporation

(Corporate Seal)

By: _____

James A. McLeod, President

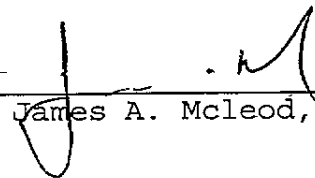
Attest:

James A. McLeod, Secretary

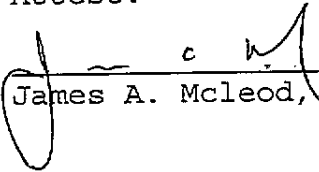
McLeod Services, Inc.,
a Florida corporation,

(Corporate Seal)

By:

 Pres.
James A. McLeod, President

Attest:

 Secy.
James A. McLeod, Secretary

H:\APPS\wp80\4842\2\Plan of Merger