

P99000043964

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

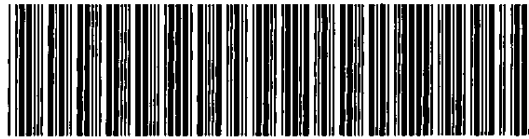
Certified Copies



Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



400075277204

Articles of Merger  
Texas

05/26/06--01024--009 \*\*78.75

FILED  
06 MAY 26 AM 9:57  
SECRETARY OF STATE  
FILING OFFICE  
FIDELITY

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** GREGORY GP, INC., a South Carolina Corporation  
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

ANNE UNDERWOOD

(Contact Person)

UNDERWOOD & ROBERTS, PLLC

(Firm/Company)

3110 EDWARDS MILL ROAD, SUITE 100

(Address)

RALEIGH, NC 27612

(City/State and Zip Code)

For further information concerning this matter, please call:

ANNE UNDERWOOD

(Name of Contact Person)

At ( 919 ) 664-8803

(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:

Name

Jurisdiction

Document Number  
(If known/ applicable)

GREGORY GP, INC.

SOUTH CAROLINA

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

Name

Jurisdiction

Document Number  
(If known/ applicable)

GREGORY GP, INC.

FLORIDA

P99000043964

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
May 1, 2006 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
May 1, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
MAY 26 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Gregory GP, Inc.(merging)



Wayne Gregory, President

Gregory GP, Inc. (survivor)



Wayne Gregory, President

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## **PLAN OF MERGER**

(Non Subsidiaries)

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

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

Name

Jurisdiction

Gregory GP, Inc.

South Carolina

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

Name

Jurisdiction

Gregory GP, Inc.

Florida

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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

The merger of the Merging corporation into the Surviving corporation will be effected pursuant to the terms and conditions of this plan. Upon the merger becoming effective, the existence of the Merging corporation will cease, and the existence of the Surviving corporation will continue and will be governed by the laws of the State of South Carolina. The time when the merger becomes effective is hereinafter referred to as the "Effective Time".

**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 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:

At the Effective Time, the shares of the corporation participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. The shares of the Surviving corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain shares of the Surviving corporation.
2. Merging Corporation. Each share of the Merging corporation shall be cancelled without consideration and without further action.

*(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 as an exhibit:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows: