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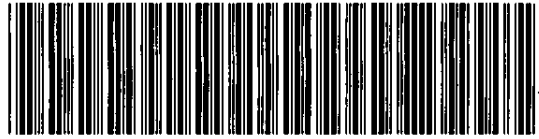
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EFFECTIVE DATE  
1-13-09

FILED  
2009 JAN -9 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SD  
merger

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January 8, 2009

**FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Articles of Merger of Hayes Industrial Corp. Into Hayes Trucking, Inc.

Dear Sir or Madam:

We have enclosed the referenced Articles of Merger for filing. We have also enclosed a check in the amount of \$78.75. Please return a certified copy of the Articles of Merger to this office.

If you have any questions, please do not hesitate to call either me or my paralegal, Pamela Hill at extension 13.

Very truly yours,

CAUTHEN & FELDMAN, P.A.



William H. Cauthen

WHC/pth  
Enclosures  
cc: Steven and Zenda Hayes

Audit # \_\_\_\_\_

**ARTICLES OF MERGER  
OF  
HAYES INDUSTRIAL CORP., a Florida Corporation**

**INTO**

**HAYES TRUCKING, INC., a Florida Corporation**

**FILED**  
2009 JAN -9 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
**1-13-09**

\_\_\_\_\_  
Under Section 607.1105 of Florida Statutes  
\_\_\_\_\_

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

**FIRST:** The names of the corporations which are parties to the merger are **HAYES INDUSTRIAL CORP.**, a Florida Corporation, and **HAYES TRUCKING, INC.**, a Florida Corporation. The surviving corporation is **HAYES TRUCKING, INC.**

**SECOND:** The Plan of Merger is annexed hereto as **Exhibit "A"** and incorporated herein by reference in its entirety.

**THIRD:** The plan of merger was duly adopted by the unanimous vote of the Shareholders of each party to the merger on the 13<sup>th</sup> day of January 2009.

**FOURTH:** This merger shall be effective on the 13th day of January 2009, pursuant to the provisions of Section 607.1105(1)(b), Florida Statutes.

\_\_\_\_\_  
William H. Cauthen, Esquire  
Cauthen & Feldman, P.A.  
Attorneys at Law  
215 North Joanna Avenue  
Tavares, FL 32778  
(352)343-2225  
Florida Bar #133488  
Audit # \_\_\_\_\_

Audit # \_\_\_\_\_

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers this 8th day of January 2009.

**HAYES INDUSTRIAL CORP.,**  
a Florida Corporation

By: \_\_\_\_\_

**STEVEN D. HAYES, President**

ATTEST: Zenda K. Hayes  
**ZENDA K. HAYES, Secretary**

**HAYES TRUCKING, INC.,**  
a Florida Corporation

By: \_\_\_\_\_

**STEVEN D. HAYES, President**

ATTEST: Zenda K. Hayes  
**ZENDA K. HAYES, Secretary**

## **AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER is dated the 13<sup>th</sup> January 2009, between **HAYES INDUSTRIAL CORP.**, a Florida Corporation, ("**HAYES INDUSTRIAL**") and **HAYES TRUCKING, INC.**, a Florida Corporation, ("**HAYES TRUCKING**"), said corporations being sometimes collectively referred to herein as the "Constituent Corporations".

### **WITNESSETH:**

WHEREAS, **HAYES INDUSTRIAL** is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 100 shares of common stock, of which as of the date hereof 50 shares of common stock are validly issued and outstanding.

WHEREAS, **HAYES TRUCKING** is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 100 shares of common stock, of which as of the date hereof 100 shares of common stock are validly issued and outstanding.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation and its Shareholders that **HAYES INDUSTRIAL** be merged into **HAYES TRUCKING**.

WHEREAS, the Shareholders of **HAYES INDUSTRIAL** will receive no additional stock in exchange for their stock in **HAYES INDUSTRIAL** because the ownership of the Constituent Corporations is the same as more fully described in ARTICLE VI hereafter.

NOW, THEREFORE, the Constituent Corporations hereby agree that **HAYES INDUSTRIAL**, shall be merged with and into **HAYES TRUCKING** in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger.

### **ARTICLE I**

#### **THE CONSTITUENT CORPORATIONS**

The names of the Constituent Corporations to the merger are **HAYES INDUSTRIAL CORP.**, a Florida Corporation, (Florida Document No. P02000014976) and **HAYES TRUCKING, INC.**, a Florida corporation, (Florida Document No. P99000054383).

## **ARTICLE II**

### **THE MERGER; THE SURVIVING CORPORATION**

On the Effective Date, as hereinafter defined, **HAYES INDUSTRIAL**, shall be merged into **HAYES TRUCKING**, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes (the Florida Business Corporation Act). **HAYES TRUCKING** shall be the surviving Corporation, and shall be governed by the laws of the State of Florida.

## **ARTICLE III**

### **THE EFFECT OF THE MERGER**

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Corporations shall be a single corporation, which shall be **HAYES TRUCKING**. From and after such filing, the separate existence of **HAYES INDUSTRIAL** shall cease, while the corporate existence of **HAYES TRUCKING** shall continue unaffected and unimpaired. **HAYES TRUCKING** shall have all the rights, privileges, immunities, and powers, and shall be subject to all the duties and liabilities, of a corporation organized under the Florida Business Corporation Act. **HAYES TRUCKING** shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations. All property, real, personal and mixed, and all debts on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in **HAYES TRUCKING** without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger. **HAYES TRUCKING** shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or **HAYES TRUCKING** may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

## **ARTICLE IV**

### **SUPPLEMENTARY ACTION**

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in **HAYES**

**TRUCKING** the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of the respective Constituent Corporations as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in **HAYES TRUCKING** and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

#### **ARTICLE V**

##### **CERTIFICATE OF INCORPORATION AND BYLAWS; OFFICERS**

(a) The Certificate of Incorporation and Bylaws of **HAYES TRUCKING** in effect on the Effective Date, shall remain the Certificate of Incorporation and Bylaws of **HAYES TRUCKING**, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

(b) persons who shall serve as officers of **HAYES TRUCKING** and the offices in which they shall serve, shall be:

President:	<b>STEVEN D. HAYES</b>
Vice President:	<b>ZENDA K. HAYES</b>
Secretary:	<b>ZENDA K. HAYES</b>
Treasurer:	<b>STEVEN D. HAYES</b>

#### **ARTICLE VI**

##### **TREATMENT OF SHARES OF CONSTITUENT CORPORATIONS**

(a) Each share of the common stock of **HAYES TRUCKING**, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII, shall continue in existence as a share of the merged corporations and there shall be no distribution of cash or securities with respect thereto.

(b) Each share of the common stock of **HAYES INDUSTRIAL**, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and no additional common stock of **HAYES TRUCKING** shall be issued to the **HAYES INDUSTRIAL** stockholders.

**ARTICLE VII**  
**APPROVAL BY SHAREHOLDERS**

This Plan of Merger shall be submitted to the respective shareholders of the Constituent Corporations for approval as provided by the Florida Business Corporation Act on the 1<sup>st</sup> January 2009. If duly adopted by the requisite vote of such shareholders, Articles of Merger meeting the requirements of the Florida Business Corporation Act shall be filed immediately in the appropriate office in Florida.

**ARTICLE VIII**  
**EFFECTIVE DATE**

The merger of **HAYES INDUSTRIAL**, into **HAYES TRUCKING**, shall become effective the 13<sup>th</sup> of January 2009, in accordance with the Florida Business Corporation Act. The date on which such merger shall become effective is herein called the "Effective Date".

**ARTICLE IX**  
**COVENANTS OF HAYES INDUSTRIAL**

**HAYES INDUSTRIAL** covenants and agrees that: (a) it will not further amend its certificate of incorporation prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

**ARTICLE X**  
**TERMINATION**

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

**ARTICLE XI**  
**COUNTERPARTS**

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.



IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

**HAYES INDUSTRIAL CORP.,**  
a Florida Corporation

By: 

**STEVEN D. HAYES, President**

**HAYES TRUCKING, INC.,**  
a Florida Corporation

By: 

**STEVEN D. HAYES, President**