

P99000068829

Deborah L. Williams

Requestor's Name

14043 Rococo Rd.

Address

Tall, FL 32308 893-5007

City/State/Zip

Phone #

Office Use Only

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

1. L
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time _____

☐ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
99 AUG -3 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-08/03/99--01074--003
*****170.62 *****13.12

100002949421--7
-08/03/99--01074--004
*****91.37 *****91.37

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

EDGEWOOD LAWN SERVICE, INC., a Florida corporation, P99000068825

DO IT ALL LAWN & HOME CARE, INC., a Florida corporation, P98000083481

INTO

CUT-N-CLEAN, INC., a Florida corporation, P99000068829.

File date: August 3, 1999

Corporate Specialist: Cheryl Coulliette

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, F.S.

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

Name Cut-A-Clean, Inc. Jurisdiction Leon County, FL.

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

Name Jurisdiction
Do it All Lawn & Home Care, Inc. Leon County, FL.
Edgewood Lawn Service, Inc. Leon County, FL.

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TALLAHASSEE, FLORIDA

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 08/03/99 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 August 02, 1999

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 July 30, 1999

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)

Typed or Printed Name of Individual & Title

Edgewood Lawn
Service, Inc.

DO IT ALL Lawn &
Home Care, inc.

James A. Keister

Deborah Kilde

James A. Keister / Pres.

Deborah L. Williams / V.P.

MERGER AGREEMENT

This Merger Agreement ("Merger Agreement") is made and entered into this 02 day of August, 1999 by and between Heath L. Williams and Deborah L. Williams, President and Vice-President of Do It All Lawn & Home Care, Inc. and James Keister and Karen Keister, President and Vice-President of Edgewood Lawn Service, Inc., (hereinafter, the "Shareholders"), and CUT-N-CLEAN, Inc. of Tallahassee, Florida, (hereinafter, the "Company").

WITNESSETH:

WHEREAS, On July 30, 1999, the stockholders and the Company entered into a Merger Agreement which was consummated on August 02, 1999, according to the terms thereof and,

NOW, THEREFORE, for good and valuable consideration, the parties agree as follows:

MERGER AGREEMENT

This Agreement ("Merger Agreement") is made and entered into this 02 day of August, 1999 by Heath L. Williams and Deborah L. Williams, President and Vice-President of Do It All Lawn & Home Care, Inc. ("Shareholders") and James Keister and Karen Keister, President and Vice-President of Edgewood Lawn Service, Inc., Inc. ("Shareholders") and CUT-N-CLEAN, Inc. ("Company") of Tallahassee, Florida.

Recitals

- A. Heath L. Williams and Deborah L. Williams each own (50) shares of common stock of Do It All Lawn & Home Care, Inc., which is all of the issued, authorized and outstanding stock of Do it All Lawn & Home Care, Inc.
- B. James A. Keister and Karin Keister each own (50) shares of common stock of Edgewood Lawn Service, Inc., Inc. which is all of the issued, authorized and outstanding stock of Edgewood Lawn Service, Inc., Inc.
- C. It is the parties' intent for Do It All Lawn & Home Care, Inc. and Edgewood Lawn Service, Inc. to conduct their existing businesses as one Corporation, CUT-N-CLEAN, Inc., ("Company"), of Tallahassee, Florida for the mutual goal of increasing the value of the Company's stock and expanding services to include lawn care, landscaping, home/office cleaning and other lawn and home services to be

determined from time of time.

1. **The Company:** The ("Company") will be named ~~CUT-N-CLEAN~~, Inc., "doing business as" Do It All Lawn & Home Care, Inc. and Edgewood Lawn Service, Inc.. The parties' agree that Heath L. Williams will own (25) shares of common stock, Deborah L. Williams will own (25) shares of common stock, James Keister will own (25) shares of common stock and Karen Keister will own (25) shares of common stock to equal (100) shares of common stock.
2. **Sale of Stock:** All parties agree that should a shareholder want out of the corporation, he/she may not sell to anyone outside the company. All stock will be sold back to the other shareholders.
 - 2.01 In the event that all shareholders agree to sell ~~CUT-N-CLEAN~~ Inc. to anyone outside the company, the selling price at the time of this Merger Agreement would be \$150,000.00, to include but not be limited to 3 trucks, 3 trailers, 3 months worth of income from current accounts, 6 mowers, 4 weed-eaters, 4 back-pack blowers, 3 edgers and other various small tools. It must be a unanimous decision in order for this to take place by the board of directors/shareholders.
3. **Officers & Directors:** The "Company" shall name their officers as follows:

President:	Deborah L. Williams
Vice-President:	James A. Keister
Secretary:	Heath L. Williams
Treasurer:	Karin Keister
Registered Agent:	Deborah L. Williams
4. **Dissolution of Merger:** Each shareholder agrees to a one year period, ending August 02, 2000, in which either party can dissolve of this merger on the basis that each business will assume any account previously owned as well as any equipment previously owned.
 - 4.01 Each party shall assume liability for any debts in their name. Any new accounts will be divided equally (according to dollar amount) between Do It All Lawn & Home Care, Inc. and Edgewood Lawn Service, Inc. upon dissolution of this Merger Agreement.
 - 4.02 Both parties agree that should this Merger Agreement be dissolved, neither party will use ~~CUT-N-CLEAN~~, Inc. but will resume Do It All Lawn & Home Care, Inc. and Edgewood Lawn Service, Inc.

IN WITNESS WHEREOF, the parties hereto have caused this Merger Agreement to be duly executed by their respective authorized representative as of the date first written above.

Heath L. Williams
Heath L. Williams/Shareholder
Do It All Lawn & Home Care, Inc.

Date: August 02, 1999

James J. Keister
James Keister/Shareholder
Edgewood Lawn Service, Inc.

Date: August 02, 1999

Deborah L. Williams
Deborah L. Williams/Shareholder/Pres.
Do It All Lawn & Home Care, Inc.

Date: August 02, 1999

Karen Keister
Karen Keister/Shareholder/Tres.
Edgewood Lawn Service, Inc.

Date: August 02, 1999