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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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EFFECTIVE DATE

March 1, 2008

Merger

@ 2.18.08

JOHNSTON, ALLISON & HORD, P.A.

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February 14, 2008

**VIA FEDERAL EXPRESS DELIVERY**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Articles of Merger of Van R Associates, Inc., a North Carolina corporation, and Van Reypen Associates, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Merger for the above-referenced companies. Also enclosed is our firm's check in the amount of \$70.00 for the filing fee (\$35.00 for the merging corporation and \$35.00 for the surviving corporation).

Please file the Articles of Merger for us and return the filed copy to me at the address listed in the letterhead at your earliest convenience. Should you have any questions, please contact me at (704) 998-2329.

Thank you for your assistance in this matter.

Cordially,

JOHNSTON, ALLISON & HORD, P.A.

*William C. Isenhour*

William C. Isenhour

Enclosures



**ARTICLES OF MERGER**  
(Profit Corporations)

**EFFECTIVE DATE**  
march 1, 2008

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)
Van R Associates, Inc.	North Carolina	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Van Reypen Associates, Inc.	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** 3 / 1 / 2008 (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 February 10, 2008.

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 February 10, 2008.

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

**Van R Associates, Inc.**

D. Per

**Shawn K. McAllister, President**

**Van Reypen Associates, Inc.**

2, Pres.

**Shawn K. McAllister, 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

Van R Associates, Inc.

North Carolina

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

Name

Jurisdiction

Van Reyepen Associates, Inc.

Florida

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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

See attached Plan of 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:

See attached Plan of Merger.

*(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:

Paragraph 1 of the Articles of Van R Associates, Inc. is deleted and the following paragraph substituted in lieu thereof:

"The name of the corporation is: Van Reypen Associates, Inc.

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached Plan of Merger.

**PLAN OF MERGER  
OF  
VAN REYPEN ASSOCIATES, INC.  
WITH AND INTO  
VAN R ASSOCIATES, INC.**

This Plan of Merger (the "Plan") dated as of February 10, 2008, is made by and between **VAN REYPEN ASSOCIATES, INC.**, a Florida corporation, and **VAN R ASSOCIATES, INC.**, a North Carolina corporation.

**PLAN OF MERGER**

A. Companies Participating in Merger. The name of the company proposing to merge is Van Reypen Associates, Inc., a Florida corporation whose Articles of Incorporation were filed by the Florida Division of Corporations on March 21, 1991 (the "Merging Company"). The name of the company into which the Merging Company proposes to merge is Van R Associates, Inc., a North Carolina corporation whose Articles of Incorporation were filed by the North Carolina Secretary of State on January 28, 2008 (the "Surviving Company"), which shall be the surviving company.

B. Name of Surviving Company. The name of the Surviving Company shall be **Van Reypen Associates, Inc.**

C. Merger of Merging Company into Surviving Company. Pursuant to the terms and conditions of this Plan, the Merging Company shall be merged into the Surviving Company. Upon the merger of the Merging Company into the Surviving Company, the corporate existence of the Merging Company shall cease and the corporate existence of the Surviving Company shall continue. The foregoing merger shall become effective March 1, 2008 (the "Effective Date").

D. Governing Law, Officers and Directors. The laws of the State of North Carolina shall govern the Surviving Company, and it shall operate in accordance with its existing governing documents. The officers and directors of the Surviving Company at the Effective Date shall continue as officers and directors of the Surviving Company until successors are duly elected and qualified.

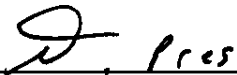
E. Conversion and Exchange of Shares. At the Effective Date, the Shares of the companies participating in the merger will be converted and exchanged as follows:

(i) Surviving Company. The Shares of the Surviving Company will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as Shares of the Surviving Company.

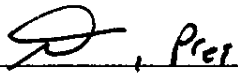
(ii) Merging Company. The Shares of the Merging Company shall be cancelled and all of the assets of the Merging Company shall be assets of Surviving Company, subject to all of its liabilities and obligations, which liabilities and obligations the Surviving Company shall assume.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed by their duly authorized officers, all as of the 10 day of February, 2008.

**VAN REYPEN ASSOCIATES, INC.**

By:  Pres  
Name: Shawn K. McAllister  
Title: President

**VAN R ASSOCIATES, INC.**

By:  Pres  
Name: Shawn K. McAllister  
Title: President