

848118

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/4

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Romeo Charlie, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David J. Tigges

(Name of person)

Bethea, Jordan & Griffin, P.A.

(Name of firm/company)

PO Drawer 3

(Address)

Hilton Head Island, SC 29938

(City/state and zip code)

For further information concerning this matter, please call:

David J. Tigges

(Name of person)

at (

843

) 785-2171

(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Romeo Charlie, Inc.	Delaware	n/a

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Carpenter, Inc.	Florida	S48118

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 09 / 01 / 03 (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 07/25/03.

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 07/25/03.

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)

03 JUL 31 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name of Corporation

Typed or Printed Name of Individual & Title

Ray R. Cunningham
Ray R. Cunningham

Carpenter, Inc.

Roy R. Carpenter, Jr., 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

Romeo Charlie, Inc.

Delaware

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

Name

Jurisdiction

Carpenter, Inc.

Florida

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

Effective September 1, 2003, Carpenter, Inc. will merge into Romeo Charlie, Inc. The Certificate of Incorporation and bylaws of Romeo Charlie, Inc. shall continue. All assets and liabilities of Carpenter, Inc. shall become assets and liabilities of Romeo Charlie, Inc. The director and officer of Romeo Charlie, Inc. will continue to serve after the effective date of the 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:

The shareholder of Carpenter, Inc. will receive one share of common stock in Romeo Charlie, Inc. for each share of common stock it owns in Carpenter, Inc.

(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: