

# V65212

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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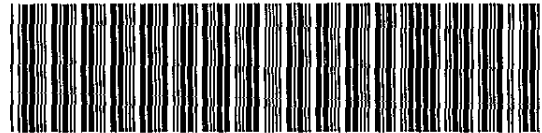
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Merger  
LTS  
12-17-03



**COOLIDGE  
WALL  
WOMSLEY &  
LOMBARD**

A Legal Professional  
Association

Suite 600  
33 West First Street  
Dayton, Ohio 45402-1289  
937-223-8177  
Fax: 937-223-6705  
www.coollaw.com

Direct Dial Number  
937-449-1513

Internet Address:  
young@coollaw.com

John C. Lombard  
Ronald S. Pretokin  
Roger J. Makley  
Jonas J. Gruenberg  
Merle F. Wilberding  
Robert P. Bartlett, Jr.  
Glenn L. Bower  
J. Stephen Herbert  
Fred A. Ungerman, Jr.  
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Lisa K. Wiseman  
Aniruddha D. Bhat  
Nicole M. Ruhenkamp  
Justin D. Brinkman  
My'chael D. Jefferson  
Peter L. Jenkins

J. Bradford Coolidge  
1836-1965

Hugh E. Wall, Jr.  
1912-2001

Retired  
Robert B. Womsley

December 8, 2003

**VIA FEDEX**

Florida Department of State  
Division of Corporations  
Corporate Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: HSBO Corporation and TMPRY Corporation

Dear Sir or Madam:

Enclosed are Articles of Merger, including the Plan of Merger, and a copy of each, to be filed on behalf of the above-captioned corporations. Also enclosed is a check in the amount of \$78.75 to cover the filing fee and a certified copy of the filing. Upon filing, please return evidence of filing in the self-addressed, stamped envelope provided.

Thank you in advance for your assistance with this matter. Please do not hesitate to contact me at the above-listed number should you have any questions.

Very truly yours,

Pamela S. Young  
Corporate Paralegal

Enclosures

c: Mr. Art Rosenbaum (w/enclosures)  
Sylvie J. Derrien (w/ enclosures)

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**(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)
HSBC Corporation	Florida	765212

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>TEMPRY Corporation</u>	<u>Florida</u>	<u>V65190</u>

**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 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 December 3, 2003

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 December 3, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

H880 Corporation

Arthur Rosenbaum

Arthur Rosenbaum, President

TMPRY Corporation

Arthur Rosenbaum

Arthur Rosenbaum, President

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>EMPRY Corporation</u>	<u>Florida</u>

**The name and jurisdiction of each subsidiary corporation:**

<u>Name</u>	<u>Jurisdiction</u>
HSBC Corporation	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the merger contemplated herein becoming effective, all of the shares in TMPRY Corporation ("TMPRY") outstanding immediately prior to the merger shall be converted into shares of, and shall constitute all of the outstanding shares of HSBO Corporation ("HSBO"), and the shares of HSBO outstanding immediately prior to the merger shall be extinguished and cancelled. HSBO shall receive all of the property, rights, privileges, franchises, patents, trademarks, trade names, licenses, registrations and other assets of every kind and description of TMPRY which shall be vested in and devolve upon HSBO without further act and deed, and HSBO shall assume all of the liabilities of every kind and every description of TMPRY.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

One hundred percent of the shares of the subsidiary are owned by the parent corporation and after the merger One hundred percent of the shares of the subsidiary will be owned by the sole shareholder of the parent.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

The sole shareholder of the subsidiary has waived its right to be mailed the Plan of Merger pursuant to section 607.1104(3) of the Florida Annotated Statutes.

IN WITNESS WHEREOF, the parties have executed this agreement as of December 3, 2003.

TMPRY Corporation

By: Arthur Rosenbaum  
Arthur Rosenbaum, President

HSBO Corporation

By: Arthur Rosenbaum  
Arthur Rosenbaum, President