

78.75

**10000001900**

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

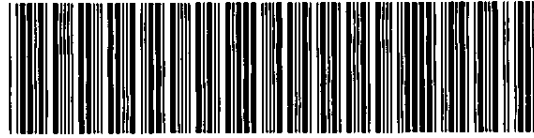
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

*\$78.75*

*997 00 0071 012*

Office Use Only



500254436855

12/18/13--01006--011 \*\*1008.75

RECEIVED  
DEPARTMENT OF STATE

13 DEC 26 PM 1:27

*141600009141*

*Merger  
verbrun  
& CC  
eff 1-1-14*

RECEIVED  
DEPARTMENT OF STATE

13 DEC 26 PM 3:29

FILED

**CORPORATE  
ACCESS,  
INC.**

*"When you need ACCESS to the world"*

---

236 East 6th Avenue . Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

---

**WALK IN**

**PICK UP:** 12/26 Glinda

- CERTIFIED COPY** \_\_\_\_\_
- PHOTOCOPY** \_\_\_\_\_
- CUS** \_\_\_\_\_
- FILING** Merger

1. GPI Southeast, Inc.  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

---

---

---

---

---

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Greenman-Pedersen, Inc.  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Bryan C. Van Cott, Esq.  
Contact Person

Twomey, Latham, Shea, Kelley, Dubin & Quartararo, LLP  
Firm/Company

33 West Second St., P.O. Box 9398  
Address

Riverhead, NY 11901  
City, State and Zip Code

mbuoncore@gpinet.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bryan C. Van Cott, Esq. at ( 631 ) 727-2180  
Name of Contact Person Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

EFF  
1/1/14

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Greenman-Pedersen, Inc.	New York	Corporation
GPI Southeast, Inc.	Florida	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Greenman-Pedersen, Inc.	New York	Corporation

FILED  
13 DEC 26 PM 3:29

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State: **January 1, 2014**

---

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

**325 West Main Street**

---



**Babylon, NY 11702**

---

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

- a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Greenman-Pedersen. Inc.		Michael J. Buoncore, Secretary
GPI Southeast, Inc.		Michael J. Buoncore, Secretary

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Greenman-Pedersen, Inc.	New York	Corporation
GPI Southeast, Inc.	Florida	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Greenman-Pedersen, Inc.	New York	Corporation

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

- A. The effective date of the merger will be January 1, 2014.
- B. On the effective date of the merger, the constituent corporations shall be merged into a single corporation, Greenman-Pedersen, Inc., a corporation existing under the laws of the State of New York.
- C. No amendment to the Certificate of Incorporation of the surviving corporation is being effected by the merger.

---

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Because GPI Southeast, Inc. is a wholly owned subsidiary of Greenman-Pedersen, Inc., at the time the merger becomes effective, all of the issued and outstanding shares of GPI Southeast, Inc. shall be canceled for no consideration. The outstanding shares of stock of Greenman-Pedersen, Inc. shall continue as outstanding shares of the surviving corporation without any change whatsoever.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Because GPI Southeast, Inc. is a wholly owned subsidiary of Greenman-Pedersen, Inc., and because there are no outstanding rights to acquire any interests, shares, obligations or other securities of the merged party, at the time the merger becomes effective, there shall be no basis for converting any rights to acquire any interests, shares, obligations or other securities of GPI Southeast, Inc. into rights to acquire any interests, shares, obligations or other securities of Greenman-Pedersen, Inc. into cash or other property.

*(Attach additional sheet if necessary)*



**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

Not Applicable.

---

---

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not Applicable.

---

---

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

A. The number of shares GPI Southeast, Inc. is authorized to issue is 1,000 of common stock, \$0.01 par value. The number of issued and outstanding common stock entitled to vote is 1,000. GPI Southeast, Inc. has no other issued or outstanding stock, and no class or series of stock is entitled to vote as a class.

B. The number of shares Greenman-Pedersen, Inc. is authorized to issue is 30,000 of common stock, no par value. The number of issued and outstanding no par value common stock entitled to vote is Five Thousand Three Hundred Two and 694/10,000 (5,302.0694). Greenman-Pedersen, Inc. has no other issued or outstanding stock, and no class or series of stock is entitled to vote as a class.

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

None.

---

---

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*