

File 000001885

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : INCORPORATING SERVICES FL
Account Number : I20050000052
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TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MCKIM & CREED, INC.**

Certificate of Status	0
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tuscola Builders, Incorporated
Name of Corporation

DOCUMENT NUMBER: F11000001885

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Edward Pollard
Name of Contact Person

McKim & Creed, Inc.
Firm/Company

1730 Varsity Drive, Suite 500
Address

Raleigh, NC 27606
City/State and Zip Code

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

For further information concerning this matter, please call:

Edward Pollard at (919) 233-8091
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

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

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)**

**SECTION I
(1-3 MUST BE COMPLETED)**

F11000001885
(Document number of corporation (if known))

- 1. Tuscola Builders, Incorporated
(Name of corporation as it appears on the records of the Department of State)
- 2. North Carolina
(Incorporated under laws of)
- 3. May 2, 2011
(Date authorized to do business in Florida)

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11 JUN 20 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

- 4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 21, 2011
- 5. McKim & Creed, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

- 6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

- 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

- 8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Michael Creed
(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael M Creed
(Typed or printed name of person signing)

CEO
(Title of person signing)



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

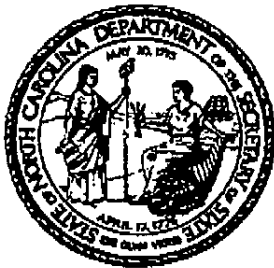
OF

MCKIM & CREED, P.A.

INTO

**TUSCOLA BUILDERS, INCORPORATED
WHICH CHANGED ITS NAME TO
MCKIM & CREED, INC.**

the original of which was filed in this office on the 20th day of May, 2011.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 20th day of May, 2011

Elaine F. Marshall
Secretary of State

SOSID: 0151728
Date Filed: 5/20/2011 10:49:00 AM
Effective: 5/21/2011
Elaine F. Marshall
North Carolina Secretary of State
C201114000018

**ARTICLES OF MERGER
OF
McKIM & CREED, P.A.
INTO
TUSCOLA BUILDERS, INCORPORATED**

Pursuant to North Carolina General Statute Section 55-11-05(a), the undersigned entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is Tuscola Builders, Incorporated, a corporation organized under the laws of North Carolina.
2. The address of the surviving entity is: 1730 Varsity Drive, Suite 500, Raleigh, Wake County, NC 27606.
3. The name of the merged entity is McKim & Creed, P.A., a professional corporation organized under the laws of North Carolina.
4. The text of each amendment to the Articles of Incorporation of the surviving entity within the Plan of Merger is attached.
5. A Plan of Merger has been duly approved in the manner required by law by each of the business entities participating in the merger.
6. These articles will be effective at 11:59:59 p.m. on May 21, 2011.

This the 20th day of May, 2011.

TUSCOLA BUILDERS, INCORPORATED

By: Michael W. Creed
Name: Michael W. Creed
Title: President

**Amendments to the Articles of Incorporation
of Tuscola Builders, Incorporated**

A. Article I of the Articles of Incorporation of Tuscola Builders, Incorporated (the "Articles"), is hereby amended by deleting the present text thereof in its entirety and substituting in its place the following:

"I.

The name of this corporation is McKim & Creed, Inc."

B. Article IV of the Articles is hereby amended by deleting the present text thereof in its entirety and substituting in its place the following:

"IV.

The Corporation shall have the authority to issue one million (1,000,000) shares, \$0.10 par value per share, all of one class designated Common Stock."

C. The Articles are hereby further amended by adding the following new Articles VIII, IX, X and XI at the end thereof:

"VIII.

Except to the extent that the North Carolina General Statutes prohibit such limitation or elimination of liability of directors for breaches of duty, no director of the Corporation shall be liable to the Corporation or to any of its shareholders for monetary damages for breach of duty as a director. No amendment to or repeal of this provision or adoption of a provision inconsistent herewith shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal or adoption of an inconsistent provision. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability that has not been eliminated by the provisions of this Article.

IX.

Provided that the Corporation is not a public corporation at the time of the taking of such action, any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote thereon were present and voted. A shareholder's consent to action taken without meeting may be made by electronic mail or any other electronic form and delivered by electronic means. Prior notice of any action to be taken without meeting by the shareholders shall not be required to be given to any shareholder.

X.

To the extent permitted by the North Carolina General Statutes, the Corporation may conduct any transaction or take any action by electronic mail or any other electronic means.

XI.

The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws of the Corporation."



**NORTH CAROLINA BOARD OF EXAMINERS
FOR ENGINEERS AND SURVEYORS**
4601 Six Forks Rd Suite 310
Raleigh, North Carolina 27609

CERTIFICATE FOR FILING

with

SECRETARY OF STATE

To Merge Entities and Change the Name of a

BUSINESS CORPORATION

(Certificate expires and becomes invalid as of June 20, 2011)

[For professions other than engineering and land surveying, obtain *Certificate(s)* from appropriate Licensing Board(s).]

TO: Office of the Secretary of State
300 North Salisbury Street
Raleigh, North Carolina 27603-5909

FROM: North Carolina Board of Examiners for Engineers and Surveyors

The Officers and Directors of *McKim & Creed, PA* (C-0342), a licensed professional corporation in good standing has notified this Board of their intent to merge with *Tuscola Builders, Inc.* (P-1222), a licensed Business Corporation in good standing with this Board. Further, subsequent to the merger, Tuscola Builders, Inc. has requested to change its name to:

McKim & Creed, Inc.

The corporation *Tuscola Builders, Inc.* is exempt from the provisions of the *North Carolina Professional Corporation Act*, Chapter 55B of the General Statutes, pursuant to §55B-15. However, the Business Corporation is required to maintain licensure with the NC Board of Examiners for Engineers and Surveyors. The merger of the two entities and subsequent name change is in compliance with the requirements of N.C.G.S. 89C and 55B.

This Certificate of approval is executed under the authority of the North Carolina Board of Examiners for Engineers and Surveyors, this 18th day of May 2011.



Andrew L. Ritter
Executive Director

Telephone
(919) 791-2000

FAX
(919) 791-2011

EMAIL Address
ncbels@ncbels.org

WEB Site
www.ncbels.org