

Document Number Only

F98000001107

CT Corporation System

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CORPORATION(S) NAME

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-10/29/98--01056--025  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

EFFECTIVE DATE

10/31/98

United Subcontractors, Inc.

FILED  
OCT 29 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ Profit  
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☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

U-BACK INSULATION CONTRACTORS, INC., a Florida corporation 477496

into

**UNITED SUBCONTRACTORS, INC.**, an Utah corporation F98000001107

File date: October 29, 1998 , effective October 31, 1998

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

October 30, 1998

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32310

SUBJECT: UNITED SUBCONTRACTORS, INC.  
Ref. Number: F98000001107

We have received your document for UNITED SUBCONTRACTORS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 698A00053279

Annette,

Please backdate! Thank You.

*[Signature]*

DIVISION OF CORPORATIONS

NOV 2 - 2 AM 10:38

RECEIVED

EFFECTIVE DATE  
10/31/98

ARTICLES OF MERGER

OF

U-BACK INSULATION CONTRACTORS, INC.  
(a Florida Corporation)

WITH AND INTO

UNITED SUBCONTRACTORS, INC.  
(a Utah Corporation)

FILED  
OCT 29 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

United Subcontractors, Inc., a Utah corporation (the "Parent"), and its wholly owned subsidiary U-Back Insulation Contractors, Inc., a Florida corporation (the "Subsidiary"), hereby execute the following Articles of Merger:

#### ARTICLE ONE – NAMES

The name of the Parent is United Subcontractors, Inc., a Utah corporation. The name of the Subsidiary is U-Back Insulation Contractors, Inc., a Florida corporation. The Parent and Subsidiary are hereafter collectively referred to as the "Merging Entities".

#### ARTICLE TWO – PLAN OF MERGER

Attached hereto as Exhibit A is a copy of the Agreement and Plan of Merger by and between the Merging Entities, dated as of October 28, 1998, adopted by the respective Boards of Directors of the Merging Entities in the manner prescribed by the laws of the State of Utah and the State of Florida.

#### ARTICLE THREE – SURVIVING ENTITY

The Parent shall be the surviving entity and shall continue to be governed by the laws of the State of Utah. The principal place of business for the Parent as the surviving corporation shall be 5 Triad Center, Suite 750, 55 North 300 West, Salt Lake City, Utah, 84180.

#### ARTICLE FOUR – REGISTERED AGENT

The registered agent of the Parent shall continue to be David K. Lauritzen, Ray, Quinney & Nebeker, 79 South Main, Suite 400, Salt Lake City, Utah, 84111. The surviving entity is deemed to have appointed 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 subsidiary.

#### ARTICLE FIVE – ARTICLES OF INCORPORATION

There are no amendments or changes to the Articles of Incorporation of the Parent, which shall be the Articles of Incorporation of the surviving corporation.

#### ARTICLE SIX – SUBSIDIARY'S SHARES

The Subsidiary has one class of stock designated as common stock of which there are 215 shares issued and outstanding, all of which are owned by the Parent. Since Parent is the sole shareholder of Subsidiary there are no dissenting shareholders.

#### ARTICLE SEVEN – SHAREHOLDER APPROVAL AND NOTICE

Pursuant to Section 16-10a-1104 of the Utah Revised Business Corporation Act and Section 607.1104 of the Florida Business Corporation Act, shareholder approval of the Merger was not required since immediately prior to the Merger Parent owned all of the issued and outstanding shares of stock of the Subsidiary. Further, Parent as the sole shareholder of the Subsidiary has waived mailing of a copy of the Plan of Merger pursuant to Section 607.1104(2) of the Florida Business Corporation Act.

#### ARTICLE EIGHT – EFFECTIVE DATE

The effective date of the merger shall be the close of business on October 31, 1998.

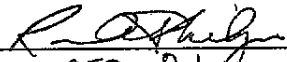
#### ARTICLE NINE – COMPLIANCE WITH LAWS

The Merging Entities have complied with all provisions of the laws of the jurisdictions in which the Merging Entities were organized and which are applicable to the proposed merger.


[The remainder of this page intentionally left blank.]

IN WITNESS WHEREOF the undersigned, being thereunto duly authorized, have executed these Articles of Merger on behalf of the Merging Entities as of this 28<sup>th</sup> day of October, 1998.

UNITED SUBCONTRACTORS, INC.

By:   
Its: CFO, Rebecca A. Phillips

U-BACK INSULATION CONTRACTORS,  
INC.

By:   
Its: Secretary, Rebecca A. Phillips

433840

**EXHIBIT A**

**PLAN AND AGREEMENT OF MERGER**

**BETWEEN**

**UNITED SUBCONTRACTORS, INC.**  
**(a Utah corporation)**

**AND ITS WHOLLY OWNED SUBSIDIARY**

**U-BACK INSULATION CONTRACTORS, INC.**  
**(a Florida corporation)**

This Plan and Agreement of Merger (the "Agreement of Merger") is made and entered into as of the 28th day of October, 1998, by and between United Subcontractors, Inc., a Utah corporation (hereafter "Parent"), and its wholly-owned subsidiary, U-Back Insulation Contractors, Inc., a Florida corporation (hereafter "Subsidiary"). Parent and Subsidiary are hereafter collectively referred to as the "Merging Corporations".

**RECITALS:**

1. Parent is a Utah corporation with its principal place of business located in Salt Lake City, Utah.
2. The Subsidiary is a Florida corporation with its principal place of business located in Dade County, Florida.
3. The board of directors of each of the Merging Corporations deems it advisable that the Subsidiary be merged with and into Parent upon the terms and subject to the conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Utah and Florida, which permit such merger.

**AGREEMENT:**

In consideration of the foregoing recitals and of the agreements, covenants and provisions hereinafter contained, Parent and the Subsidiary, by their respective boards of directors, have agreed and do hereby agree, each with the other as follows:

## ARTICLE I MERGER

The Subsidiary shall be merged with and into Parent and both entities shall become a single corporation in accordance with the applicable provisions of the laws of the State of Utah and of the State of Florida, with the Parent being the surviving corporation (the "Merger"). The Merger is intended to qualify as a tax-free reorganization and complete liquidation under Sections 368(a)(1)(A), 332 and 337 of the Internal Revenue Code of 1986, as amended.

## ARTICLE II EFFECT OF MERGER

Upon the Merger becoming effective (the "Effective Time") as provided under the applicable laws of the State of Utah:

2.1 Parent and Subsidiary shall be a single corporation with Parent as the surviving corporation and the separate existence of Subsidiary shall cease, except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

2.2 Parent shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of both a public and a private nature, of each of the Merging Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Merging Corporations, shall be taken and deemed to be vested in Parent as the surviving corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Merging Corporations shall not revert or be in any way impaired by reason of the Merger.

2.3 Parent shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Merging Corporations; and any claim existing or action or proceeding pending by or against either of the Merging Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Parent may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Merging Corporations shall be impaired by the Merger.

2.4 The aggregate amount of the net assets of the Merging Corporations which was available for the payment of dividends immediately prior to the Merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Parent.



2.5 The Bylaws of Parent as existing and constituted immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of Parent as the surviving corporation.

2.6 The board of directors, and the members thereof, and the officers of Parent immediately prior to the Effective Time shall be and constitute the board of directors, and the members thereof, and the officers of the Surviving Corporation.

### ARTICLE III ARTICLES OF INCORPORATION

The Articles of Incorporation of Parent shall not be amended in any respect by reason of this Agreement of Merger, and such Articles of Incorporation as in effect at the Effective Time of the Merger shall constitute and continue to be the Articles of Incorporation of Parent as the surviving corporation until further amended in the manner provided by law.

### ARTICLE IV CONVERSION OF SHARES

The manner and basis of converting the shares of the Merging Corporations shall be as follows:

4.1 Parent Common Stock. All shares of Common Stock of Parent which are outstanding immediately prior to the Merger shall continue to be outstanding immediately after the Merger.

4.2 Conversion of Subsidiary Common Stock. Upon consummation of the Merger, each share of Common Stock of Subsidiary which is outstanding immediately prior to the Merger shall be cancelled.

### ARTICLE V SUBSEQUENT ACTIONS

If, at any time after the Effective Time, Parent shall consider or be advised that any deeds, bills of sale, assignments, assurances, or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in Parent its right, title or interest in, to or under any of the rights, properties or assets of Subsidiary acquired or to be acquired by Parent as a result of, or in connection with, the Merger or otherwise to carry out this Agreement of Merger,

the officers and directors of Parent shall be authorized to execute and deliver, in the name and on behalf of Subsidiary or otherwise, all such deeds, bills of sale, assignments and assurances, and to make and do, in the name and on behalf of Subsidiary or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any right, title and interest in, to and under such rights, properties or assets in Parent or otherwise to carry out this Agreement of Merger.

#### ARTICLE VI SHAREHOLDER APPROVAL

This Agreement of Merger need not be submitted to the shareholders of Parent nor Subsidiary in accordance with the provisions of Section 16-10a-1104(3) of the Utah Revised Business Corporations Act and Section 607.1104 of the Florida Business Corporation Act.

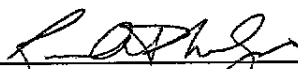
#### ARTICLE VII SHAREHOLDER NOTICE AND DISSENTER'S RIGHTS

Parent, being the sole shareholder of Subsidiary, hereby waives mailing of a copy of this Agreement of Merger to itself in accordance with Section 607.1104(2) of the Florida Business Corporation Act. Since Parent is the sole shareholder of Subsidiary and has approved the Merger, there are no dissenting shareholders.

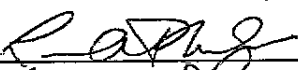
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IN WITNESS WHEREOF, Parent and Subsidiary, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have each caused this Agreement of Merger to be executed this 28th day of October, 1998.

UNITED SUBCONTRACTORS, INC.

By:   
Its: CFO, Rebecca A. Phillips

U-BACK INSULATION CONTRACTORS,  
INC.

By:   
Its: Secretary, Rebecca A. Phillips

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