

M06000003115

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000118814 3)))



H080001188143ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:
 Account Name : C T CORPORATION SYSTEM
 Account Number : FCA000000023
 Phone : (850)222-1092
 Fax Number : (850)878-5926

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAY -2 AM 11:35

RECEIVED
2008 MAY -2 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Resource Recovery Systems, LLC

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$60.00

Electronic Filing Menu

Corporate Filing Menu

Help

G. MCLEOD

MAY - 5 2008

EXAMINER

**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>
Resource Recovery Systems of Sarasota, 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>
Resource Recovery Systems, LLC	Delaware	LLC

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.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATION
 08 MAY -2 AM 11:35

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:
5/17/2008

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:

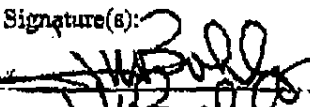
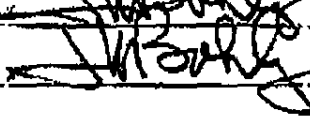
Resource Recovery Systems, LLC

4150 Platt Road, Ann Arbor, MI 48108

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:
Resource Recovery Systems, LLC		James W. Bohlig, Director, V.P., Authorized Rep.
Resource Recovery Systems of Sarasota, Inc.		James W. Bohlig, Director & V.P.

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>
Resource Recovery Systems of Sarasota, Inc.	Florida	Corporation
Resource Recovery Systems, LLC	Delaware	LLC

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>
Resource Recovery Systems, LLC	Delaware	LLC

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

On May 1, 2008, the separate existence of Resource Recovery Systems of Sarasota, Inc. shall cease (except to the extent continued by statute) and all of its property, rights, privileges and franchises, or whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving entity, Resource Recovery Systems, LLC, without further act or deed. The Articles of Organization and By-Laws of Resource Recovery Systems, LLC, shall be the Articles of Organization and By-Laws of the surviving entity in the merger. The officers and directors of Resource Recovery Systems, LLC shall continue as the officers and directors of the surviving entity.

(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:

There will be no conversion of the interests, share, obligations
or other securities into cash or other property.

(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:

There will be no conversion of the interests, share, obligations
or other securities 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:

N/A

(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:

FCR, LLC - Managing Member

809 West Hill Street, Charlotte, NC 28208

(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:

N/A

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

PLAN OF MERGER OF
Resource Recovery Systems of Sarasota, Inc.
and
Resource Recovery Systems, LLC

The Plan of Merger pursuant to which Resource Recovery Systems of Sarasota, Inc. ("RRS-Sarasota"), a Florida corporation, is to be merged with and into Resource Recovery Systems, LLC ("RRS"), a Delaware Limited Liability Company, with RRS as the surviving entity, is as follows:

1. On the effective date of the merger, RRS-Sarasota shall merge with and into RRS, with RRS as the surviving entity.
2. On the effective date of the merger, the separate existence of RRS-Sarasota shall cease (except to the extent continued by statute), and all of its property, rights, privileges and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving entity, RRS, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by RRS to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of RRS-Sarasota by the last acting officers thereof, or by the corresponding officers of the surviving entity, RRS.
3. On the effective date of the merger, the Articles of Organization and By-Laws of RRS, as in effect immediately prior to such date, shall be the Articles of Organization and By-Laws of the surviving entity in the merger, without amendment or modification.
4. The officers and directors of RRS shall continue as the officers and directors of the surviving entity, as of the effective date of the merger.
5. On the effective date of the merger, all of the issued and outstanding shares of capital stock of RRS-Sarasota held by RRS immediately prior to such date shall, by virtue of the merger, cease to exist and the certificate(s) representing such shares shall be cancelled.
6. The merger of RRS-Sarasota with and into RRS shall be effected pursuant to the provisions of both the Florida Business Corporation Act and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.
7. The merger of RRS-Sarasota with and into RRS shall be effective upon the date of acceptance and approval of Articles of Merger filed by the merging entities with the Secretary of State of Florida.

Date: May 1, 2008