

P12000103310

Attn: Annette

Florida Department of State
Division of Corporations
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From: Account Name : CALANDRINO LAW FIRM
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Email Address: Corporate@floridabusinesslaw.com

MERGER OR SHARE EXCHANGE
Orange Industrial Services, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Morgan Perri



December 28, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ORANGE INDUSTRIAL SERVICES, INC.
301 E. PINE STREET
SUITE 950
ORLANDO, FL 32801

SUBJECT: ORANGE INDUSTRIAL SERVICES, INC.
REF: P12000103310

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please remove the name Orange Industrial Services, Inc. (P12000103310) from the first paragraph since the corporation can not be both the merged and the surviving corporation.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H12000289382
Letter Number: 912A00030551

RECEIVED

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REGULATORY DIVISION
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

done.
this is correct.
see merging parties (both) then surviving in next # call me with question

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Articles of Merger

The following Articles of Merger are being submitted in accordance with Section 607.1105, Florida Statutes.

FIRST: The exact name, street address of the principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Orange Industrial Services, Inc. Post Office Box 1079 Davenport, Florida 33836 Florida Document No.: F97000001636	Florida	corporation
Orange Industrial Services, Inc. 777 Doheny Ct. Northville, Michigan 48167 Michigan ID No.: 437962	Michigan	corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of the principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Orange Industrial Services, Inc. Post Office Box 1079 Davenport, Florida 33836 Florida Document No.: F97000001636	Florida	corporation

THIRD: The attached Plan of Merger meets the requirements of Section 607.1105, Florida Statutes, and was approved by the merging parties in accordance with applicable provisions of Chapter 607, Florida Statutes.

FOURTH: The merger shall become effective as of the date of the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

SIXTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 10, 2012. The Plan of Merger was adopted by the shareholders of the merging corporation on December 10, 2012.

SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of incorporation of any corporation that is a party to the merger.

EIGHTH: Signatures of each party are below.

From: Calandrino Law Firm


407 601 4910

01/02/2013 17:36

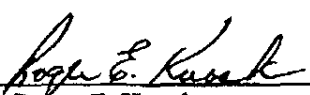
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ORANGE INDUSTRIAL SERVICES, INC.
Florida corporation

By: 
Roger E. Knaak
President

ORANGE INDUSTRIAL SERVICES, INC.
Michigan corporation

By: 
Roger E. Knaak
President

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**Agreement and Plan of Merger of
Orange Industrial Services, Inc.
With and Into
Orange Industrial Services, Inc.**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 10th day of December, 2012 by and between Orange Industrial Services, Inc., a Michigan corporation ("OIS Michigan") and Orange Industrial Services, Inc., a Florida corporation ("OIS Florida").

RECITALS

WHEREAS, all of the members of OIS Michigan have resolved that OIS Michigan be merged, pursuant to Section 607.1105, Florida Statutes, with and into OIS Florida, which corporation will be the "Surviving Entity."

NOW THEREFORE, in consideration of the promises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, there parties hereto hereby agree in accordance with the Florida Corporation Act with the following terms and conditions:

1. **Recitals.** The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. **Merger.** The members of OIS Michigan hereby agree that OIS Michigan, at the Effective Date (as hereinafter defined), shall be merged with and into OIS Florida (the "Merger").
3. **Effects of Merger.**

3.1 Certain Effects of Merger. On the Effective Date, the separate existence of OIS Michigan shall cease and OIS Michigan shall be merged with and into OIS Florida which, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and be subject to all restrictions, disabilities and duties of OIS Michigan and all and singular, the rights, privileges, powers and franchises of OIS Michigan, and all property, real, personal and mixed, and all debts due to OIS Michigan on whatever account, and all other things in action or belonging to OIS Michigan, shall be vested in OIS Florida, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of OIS Florida as they were of OIS Michigan, and the title to any real estate vested by deed or otherwise under the laws of the State of Michigan or any other jurisdiction in OIS Michigan shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of OIS Michigan shall be preserved unimpaired, and all debts, liabilities and duties of OIS Michigan shall thenceforth attach to OIS

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Florida and may be enforced against OIS Florida to the same extent as if said debts, liabilities and duties had been incurred or contracted by OIS Florida. At any time, or from time to time, after the Effective Date, the shareholders or the last shareholders of the Surviving Entity may, in the name of OIS Michigan, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of OIS Michigan's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Entity; Articles of Incorporation; Bylaws.

4.1 Name of Surviving Entity. The name of Surviving Entity from and after the Effective Date shall be Orange Industrial Services, Inc.

4.2 Articles of Incorporation. The Articles of Incorporation of OIS Florida, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Entity until changed or amended as provided by law.

4.3 Bylaws. The Bylaws of OIS Florida, from and after the Effective Date, shall be the Bylaws of the Surviving Entity until changed or amended, in accordance with the terms thereof.

- 5. Shareholders' Interests; Capital Accounts.** By virtue of the mutual identity of the shareholders' of OIS Michigan and the shareholders of the Surviving Entity, no additional shares will be issued to the respective shareholders of OIS Michigan and the Surviving Entity, the capital accounts of the shareholders of OIS Michigan will be assumed by and added to the respective capital accounts of the shareholders of OIS Florida.
- 6. Officers and Directors of Surviving Entity.** The officers and directors of the Surviving Entity are:

Roger E. Knaak	Post Office Box 1079 Davenport, Florida 33836
Eric D. Knaak	Post Office Box 1079 Davenport, Florida 33836
Kevin A. Knaak	Post Office Box 1079 Davenport, Florida 33836
Christopher M. Mawhinney	Post Office Box 1079 Davenport, Florida 33836

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Mary F. Scalise

Post Office Box 1079
Davenport, Florida 33836

7. Miscellaneous.

7.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the directors of OIS Michigan or the directors of OIS Florida, if the directors of OIS Michigan or the directors of OIS Florida duly adopt a resolution abandoning this Plan of Merger.

7.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

7.3 Effective Date. The Effective Date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

Eric Knaak
Print Name: Eric Knaak

ORANGE INDUSTRIAL SERVICES, INC.
Florida Corporation

Mary F. Scalise
Print Name: Mary F. Scalise

By: *Roger E. Knaak*
Roger E. Knaak
President

Eric Knaak
Print Name: Eric Knaak

ORANGE INDUSTRIAL SERVICES, INC.
Michigan Corporation

Mary F. Scalise
Print Name: Mary F. Scalise

By: *Roger E. Knaak*
Roger E. Knaak
President