

P96000069872

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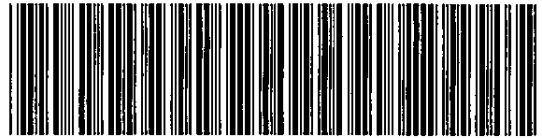
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Olympic Case Co., Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

William J. Fisher

(Contact Person)

Fisher & Dickinson P.C.

(Firm/Company)

4764 E. Fulton, Suite 204

(Address)

Ada, MI 49301

(City/State and Zip Code)

For further information concerning this matter, please call:

William J. Fisher

(Name of Contact Person)

At (616) 575-5655

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Olympic Case Co., Inc.	Florida	P96000069872

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
QPS COMPANIES, Inc.	Michigan	531092

Third: The Plan of Merger is attached.

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

OR 10 / 1 / 07 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on September 28, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 28, 2007.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Olympic Case Co., Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>QPS COMPANIES, INC.</u>	<u>Michigan</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

See attached Agreement of Merger

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Share for Share Conversion

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

James E Hall
James E Hall

James E. Fuller, President and Director

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 28th day of September, 2007, between **Olympic Case Co., Inc.**, a Florida corporation ("Olympic Case") and **QPS COMPANIES, Inc.**, a Michigan Corporation ("QPS").

WITNESSETH that:

WHEREAS, the constituent corporations desire to merge into a single corporation;
and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Olympic Case hereby merges into itself QPS and QPS shall be and hereby is merged into Olympic Case, of which Olympic Case shall be the surviving corporation.

SECOND: The Articles of Incorporation of Olympic Case as amended and in effect on the date of this Agreement of Merger, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares of the surviving corporation shall be as follows:

(a) Each share of common stock of Olympic Case, which is issued and outstanding on the date of this Agreement, shall be cancelled.

(b) Each share of common stock of QPS, which is issued and outstanding on the date of this Agreement, shall be cancelled.

(c) The surviving corporation, Olympic Case, shall thereupon issue stocks to the former shareholders of QPS, whose QPS stock was cancelled in accordance with subsection (b) above, such that the shareholder shall have an equal number of shares in the surviving corporation, Olympic Case, as it did in QPS, which stock shall then constitute all of the then issued and outstanding stock of the surviving corporation Olympic Case.

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

(a) The bylaws of Olympic Case, as they shall exist on the date of this Agreement, shall be and remain the bylaws of the surviving corporation, Olympic Case, until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of Olympic Case shall continue in office as the directors and officers of the surviving corporation, Olympic Case, until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

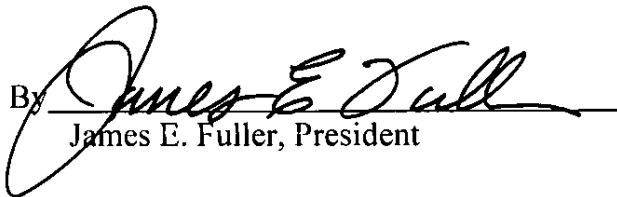
(c) This merger shall be promptly filed with the Florida Department of State and State of Michigan respectively. For all accounting and corporate purposes, the effective date of the merger shall be as of the close of business on September 30, 2007.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation, QPS, shall be transferred to, vested in and devolve upon the surviving corporation, Olympic Case, without further act or deed and all property, rights, and every other interest of the surviving corporation, Olympic Case, and the merged corporation, QPS, shall be the property of the surviving corporation, Olympic Case. The merged corporation, QPS, hereby agrees from time to time, as and when requested by the surviving corporation, Olympic Case, or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation, Olympic Case, may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation, Olympic Case, title to and possession of any property of the merged corporation, QPS, acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation, QPS, and the proper officers and directors of the surviving corporation, Olympic Case, are fully authorized to take any and all such action.

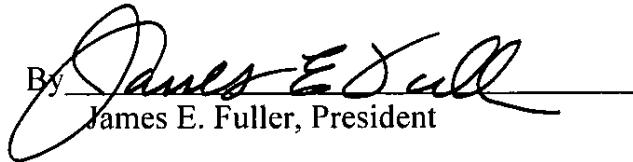
FIFTH: The surviving corporation, Olympic Case, may be served with process in the State of Florida in any proceeding for enforcement of any obligation of QPS as well as for enforcement of any obligation of the Olympic Case, including any suit or other proceeding relating to the merger and/or to enforce the right of any stockholder.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Shareholders and Boards of Directors, have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of said corporations on this 28th day of September, 2007.

OLYMPIC CASE CO., INC.
a Florida corporation

By 
James E. Fuller, President

QPS COMPANIES, Inc.
a Michigan corporation

By 
James E. Fuller, President

I, Susan Kibele, Secretary of Olympic Case Co., Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary, that the Agreement of Merger, after having been first duly signed on behalf of the said corporation and having been signed on behalf of QPS COMPANIES, Inc., a corporation of the State of Michigan, was duly adopted by the unanimous written consent of all of the stockholders of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, and which Agreement of Merger was thereby adopted as the act of the stockholders of Olympic Case Co., Inc. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 28th of September, 2007.


Susan Kibele, Secretary