

P9800000 94594

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
AMERICAN SAFETY COUNCIL, INC.

Certificate of Status	0
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Merger

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**ARTICLES OF MERGER
OF
AMERICAN SAFETY ACQUISITION CORPORATION
WITH AND INTO
AMERICAN SAFETY COUNCIL, INC.**

The following Articles of Merger are being 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 is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
American Safety Council, Inc.	Florida	P98000094594

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
American Safety Acquisition Corporation	Florida	P14000030926

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective as of 12:01 a.m. on May 9, 2014.

FIFTH: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on May 8, 2014 and no other approval was required.

SIXTH: The Plan of Merger was adopted by the board of directors of the merging corporation on May 8, 2014 and shareholder approval was not required.

[SIGNATURE PAGE FOLLOWS]

AMERICAN SAFETY COUNCIL, INC.,
a Florida corporation, Surviving Corporation

By: 
Jeffrey Pairs, Chief Executive Officer

**AMERICAN SAFETY ACQUISITION
CORPORATION,**
a Florida corporation, Merging Corporation

By: _____
W. Edwin McMahan, Secretary

AMERICAN SAFETY COUNCIL, INC.,
a Florida corporation, Surviving Corporation

By: _____
Jeffrey Pairan, Chief Executive Officer

AMERICAN SAFETY ACQUISITION
CORPORATION,
a Florida corporation, Merging Corporation

By: W. Edwin McMahan
W. Edwin McMahan, Secretary

**PLAN OF MERGER
OF
AMERICAN SAFETY ACQUISITION CORPORATION
WITH AND INTO
AMERICAN SAFETY COUNCIL, INC.**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes.

FIRST: The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
American Safety Acquisition Corporation	Florida

SECOND: The name and jurisdiction of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
American Safety Council, Inc.	Florida

THIRD:

- A. The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, are as follows:
1. Each share of American Safety Acquisition Corporation outstanding immediately prior to the effective date shall at the effective date, by virtue of the merger and without any action on the part of the holder thereof, be converted into fifty (50) shares validly issued and outstanding shares of American Safety Council, Inc. Each share of American Safety Council, Inc. outstanding immediately prior to the effective date shall at the effective date, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and of no further force or effect.
 2. The stock transfer books of American Safety Acquisition Corporation shall be closed as of the close of business on the effective date of the merger and no transfer of record of any of the shares shall take place thereafter.
- B. The rights (if any) to acquire interests, shares, obligations or other securities of American Safety Acquisition Corporation, as of the effective date, by virtue of the merger and without any action by any party or holder, shall be converted into rights to acquire the proportionate amount of interests, shares, obligations or other securities of American Safety Council, Inc. as of the effective date.

FOURTH: The merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; therefore, the provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows: Each share of American Safety Acquisition Corporation outstanding and held by its sole shareholder immediately prior to the effective date shall at the effective date, by virtue of the merger and without any action on the part of the holder thereof, be converted into fifty (50) shares of American Safety Council, Inc.

FIFTH: Other provisions, if any, relating to the merger:

- A. From time to time, as and when required by American Safety Council, Inc., or by its successors or assigns, there shall be executed and delivered on behalf of American Safety Acquisition Corporation, such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action as shall be appropriate or necessary to vest, perfect, or confirm, of record or otherwise, in American Safety Council, Inc. the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of American Safety Acquisition Corporation, and otherwise carry out the purposes of this Agreement; and the officers and directors of American Safety Council, Inc. are fully authorized, in the name and on behalf of American Safety Acquisition Corporation or otherwise, to take any and all such action and to execute and deliver any and all such deeds and instruments.
- B. Subject to applicable law, this Plan of Merger may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the effective time with respect to any of the terms contained herein. At any time prior to the effective time, this Plan of Merger may be terminated and the merger may be abandoned by the shareholders or Board of Directors of either American Safety Council, Inc. or American Safety Acquisition Corporation, or both, in their sole discretion.
- C. In order to facilitate the filing and recording of this Plan of Merger, this Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original and such counterparts shall together constitute one and the same instrument.

[Signature Page Follows]

AMERICAN SAFETY COUNCIL, INC.,
a Florida corporation, Surviving Corporation

By: 
Jeffrey Pairan, Chief Executive Officer

**AMERICAN SAFETY ACQUISITION
CORPORATION,**
a Florida corporation, Merging Corporation

By: _____
W. Edwin McMahan, Secretary

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By: _____
Jeffrey Pairean, Chief Executive Officer

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