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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ALUMINIUMWERK UNNA-USA, 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:

PAUL E. RUMLER ESQ.

(Contact Person)

RUMLER TARBOX LYDEN LAW CORP. PC

(Firm/Company)

1777 S. HARRISON ST., SUITE 1250

(Address)

DENVER, CO 80210

(City/State and Zip Code)

For further information concerning this matter, please call:

PAUL E. RUMLER, ESQ.

(Name of Contact Person)

At ( 303 ) 333-7733

(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)
ALUMINIUMWERK UNNA-USA, INC.	COLORADO	20041374259

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ALUMINIUMWERK UNNA-USA, INC.	FLORIDA	FEI 59-2299749
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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**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** 07 / 01 / 2007 (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 07/01/2007

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 07/01/2007

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)



**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

ALUMINIUMWERK UNNA-USA, INC. (FLORIDA)

*Volker Findeisen*  
*C. Better*

VOLKER FINDEISEN, DIRECTOR

ALUMINIUMWERK UNNA-USA, INC. (FLORIDA)

CLAUS J. BETTER, PRESIDENT

ALUMINIUMWERK UNNA-USA, INC. (COLORADO)

*Volker Findeisen*  
*C. Better*

VOLKER FINDEISEN, DIRECTOR

ALUMINIUMWERK UNNA-USA, INC. (COLORADO)

CLAUS J. BETTER, PRESIDENT



## **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:

Name

Jurisdiction

ALUMINIUMWERK UNNA-USA, INC.

COLORADO

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

Name

Jurisdiction

ALUMINIUMWERK UNNA-USA, INC.

FLORIDA

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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

SEE ATTACHMENT.

**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:

*(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:  
SEE ATTACHMENT.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

SEE ATTACHMENT.



## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (this "Agreement") is made and entered into and effective as of the 1<sup>st</sup> day of July, 2007, and is by and between ALUMINIUMWERK UNNA-USA, INC., a Florida corporation, (the "Merging Corporation") and ALUMINIUMWERK UNNA-USA, INC., a Colorado corporation, (the "Surviving Corporation"). In accordance with the Florida Business Corporations Act and the Colorado Business Corporations Act, this Plan and Agreement of Merger provides for the merger of the Merging Corporation into the Surviving Corporation, pursuant to the terms and conditions of this Agreement. For purposes of this Agreement, the Merging Corporation and the Surviving Corporation are sometimes referred to herein collectively as the "Constituent Corporations."

Now therefore, in consideration of the covenants and agreements set forth in this Agreement and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Merging Corporation and the Surviving Corporation agree as follows:

1. The name, address, state of incorporation and governing law of each Constituent Corporation is as follows:

<u>Corporate Name</u>	<u>Address</u>	<u>State of Incorporation</u>	<u>Governing Law</u>
ALUMINIUMWERK UNNA-USA, INC. ("Surviving Corporation")	3033 S. Parker Rd., Suite 630 Aurora, Colorado 80014	Colorado	Colorado
ALUMINIUMWERK UNNA-USA, INC. ("Merging Corporation")	1200 S. Pine Island Rd. Plantation, Florida 33324	Florida	Florida

2. The name of the Surviving Corporation, a Colorado corporation, shall be and remain ALUMINIUMWERK UNNA-USA, INC.

3. The terms and conditions of the merger are as follows:

- (a) The Merging Corporation shall be merged into the Surviving Corporation, effective July 1, 2007, or on such later date as shall be required by law
- (b) The Surviving Corporation accepts all of the assets and liabilities of the Merging Corporation.

4. The manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation are as follows:

- (a) The outstanding shares of the Merging Corporation shall be canceled.
- (b) Identical shares of the Surviving Corporation shall be issued in exchange for the canceled shares of the Merging Corporation.



5. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation, without any changes or amendments.

6. This Plan shall be adopted and shall become effective on July 1, 2007, or on such later date as shall be required by law.

7. The laws of the State of Colorado, under which the Surviving Corporation is organized, permit such merger.

8. The laws of the State of Florida, under which the Merging Corporation is organized, permit such merger.

The Surviving Corporation and the Merging Corporation have executed this Agreement as of the day and year first above written.

ALUMINIUMWERK UNNA-USA, INC.

(The Surviving Corporation)

By: 

Claus J. Better, President

ALUMINIUMWERK UNNA-USA, INC.

(The Merging Corporation)

By: 

Claus J. Better, President