

Division of Corporations

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117151

Florida Department of State
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MERGER OR SHARE EXCHANGE Hubbard Construction Company

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**ARTICLES OF MERGER
OF
TAMPA PAVEMENT CONSTRUCTORS, INC.
WITH AND INTO
HUBBARD CONSTRUCTION COMPANY**

EFFECTIVE DATE
12/15/12

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 are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Hubbard Construction Company	Florida	117151

SECOND: The name and jurisdiction of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Tampa Pavement Constructors, Inc.	Florida	P04000130330

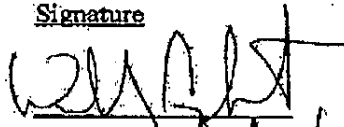
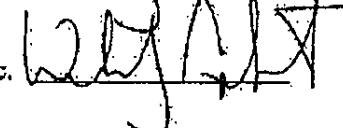
THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective as of December 15, 2012.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 15, 2012 and shareholder approval of the surviving corporation was not required pursuant to Section 607.1104, Florida Statutes.

SIXTH: The Plan of Merger was adopted by the board of directors of the merging corporation on December 15, 2012 and shareholder approval of the merging corporation was not required pursuant to Section 607.1104, Florida Statutes.

SEVENTH: SIGNATURE FOR EACH CORPORATION:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
Hubbard Construction Company		William J. Capehart President and CEO
Tampa Pavement Constructors, Inc.		William J. Capehart President and CEO

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TALLAHASSEE, FLORIDA

PLAN OF MERGER
OF
TAMPA PAVEMENT CONSTRUCTORS, INC.
WITH AND INTO
HUBBARD CONSTRUCTION COMPANY

THIS PLAN OF MERGER is made and entered into as of this 15th day of December, 2012 by and between Tampa Pavement Constructors, Inc., a Florida corporation (the "Subsidiary"), and Hubbard Construction Company, a Florida corporation (the "Corporation").

A. The Corporation owns 100% of the issued and outstanding shares of common stock of the Subsidiary.

B. Each of the Board of Directors of the Corporation and the Board of Directors of the Subsidiary has approved the merger of the Subsidiary with and into the Corporation by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, the Subsidiary and the Corporation agree as follows:

1. Merger. At the Effective Date (as defined in paragraph 3), the Subsidiary shall be merged with and into the Corporation in accordance with the provisions of Section 607.1104, Florida Statutes (the "Merger").

2. Surviving Corporation. The Corporation shall be and continue in existence as the surviving corporation and the separate corporate existence of the Subsidiary shall cease.

3. Effective Date. The effective date of the Merger shall be December 15, 2012 ("Effective Date").

4. Effect of Merger.

(a) Upon the Effective Date, the issued and outstanding shares of common stock of the Corporation shall remain outstanding after the Merger and shall not be affected in any way by the Merger.

(b) Upon the Effective Date, the Articles of Incorporation and Bylaws of the Corporation in effect at the Effective Date shall continue to be (until amended or repealed as provided by applicable law) the Articles of Incorporation and Bylaws of the Corporation.

(c) Upon the Effective Date, the issued and outstanding shares of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof.

(d) Upon the Effective Date, the assets and liabilities of the Subsidiary shall be taken on the books of the Corporation at the amount at which they shall at the time be carried on the books of the Subsidiary, subject to such adjustments, if any, as may be necessary to

conform to the accounting procedures of the Corporation.

(c) From and after the Effective Date, the Corporation shall possess all the rights, privileges, immunities, power, franchises and authority, both public and private, of the Subsidiary. All property of every description, including every interest therein and all obligations of or belongings of the Subsidiary, thereafter shall be taken and deemed to be vested in the Corporation without reversion or impairment and without further act or deed. The officers of the Corporation, on behalf of the Subsidiary, shall execute and deliver or cause to be executed and delivered after the Effective Date all such deeds and other instruments and shall take or cause to be taken such further action as the Corporation may deem necessary or desirable in order to confirm the vesting in the Corporation of title to and possession of all such property, rights, privileges, immunities, franchises and authority. All rights of creditors of the Subsidiary shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date, and the Corporation shall thereafter be liable for all the obligations of the Subsidiary.

IN WITNESS WHEREOF, each of the Subsidiary and the Corporation has caused this Plan of Merger to be executed as of the day and year first above written.

"CORPORATION"

HUBBARD CONSTRUCTION COMPANY

By: 

William J. Capcham
President and CEO

"SUBSIDIARY"

TAMPA PAVEMENT CONSTRUCTORS,
INC.

By: 

William J. Capcham
President and CEO

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