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Merger Jahr 7/3/13

H. D. ROBUCK, JR., P.A.

ATTORNEYS AND COUNSELORS AT LAW EMAIL: hdrobuckirpa@earthlink.net

610 E. MAIN STREET LEESBURG, FL 34748

H. D. ROBUCK, JR. SAMI J. SAHAB Of Counsel TELEPHONE (352) 314-3177

FAX (352) 314-3198

June 21, 2013

PLEASE FILE IN ORDER LISTED BELOW. THANKS.

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

Subject:

Ro-Mac Lumber & Supply, Inc. Document Number: 150564

Dear Sir or Madam:

The following documents are submitted for filing, along with the filing fees:

FILE 1ST: Articles of Merger of Leesburg Main Street Rentals, Inc. into Ro-Mac Lumber & Supply, Inc., together with attached Plan of Merger and check for \$70.00 for the filing fee.

FILE 2ND: Plan of Merger of DCI Holdings, LLC into Ro-Mac Lumber & Supply, Inc., together with attached Plan of Merger and check for \$90.00 for the filing fee & a certified copy. A federal express return envelope is enclosed for remittal of certified copy.

For further information concerning this matter, please call: Karen Davis at 352-314-3177.

Sincerely yours,

H. D. ROBUCK, JR., P.A.

H. D. Robuck, Jr.

HDR/kad

Enclosure

FILED ARTICLES OF MERGER

(Profit Corporations)

13 JUN 24 AM 9:53

The following Articles of Merger are submitted in accordence with the order Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the **surviving** corporation is:

Ro-Mac Lumber & Supply, Inc. 700 E. Main Street Leesburg, FL 34748 Document Number: 150564

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

Leesburg Main Street Rentals, Inc. 610 E. Main Street Leesburg, FL 34748 Document Number: P09000051904

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.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on the 7th day of June, 2013.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on the 7th day of June , 2013.

ATTEST:

ATTEST:

Ro-Mac Lumber & Supply, Inc.

Leesburg Main Street Rentals, Inc.

STATE OF FLORIDA

COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared H. D. Robuck, Jr., as the President and Secretary of Ro-Mac Lumber & Supply, Inc., who is to me well known to be the person described in and who subscribed the above Articles of Merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same of the uses and purposes therein mentioned and set forth.

Novary Public

KAREN A. DAVIS Commission # DD 978673 Expires April 19, 2014 Bonded Thru Troy Falls Insurance 800-385-7019

STATE OF FLORIDA

BEFORE ME, the undersigned authority, personally appeared H. D. Robuck, Jr., as the President and Secretary of Leesburg Main Street Rentals, Inc., who is to me well known to be the person described in and who subscribed the above Articles of Merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same of the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Leesburg, Lake County, Florida, this day of the 2013.

Notary Public



COUNTY OF LAKE

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is entered into effective this <u>24th</u>day of <u>June</u> 2013, by and between **Ro-Mac Lumber & Supply, Inc.**, a Florida corporation, hereinafter sometimes referred to as the "Surviving Corporation", and **Leesburg Main Street Rentals, Inc.**, a Florida corporation, hereinafter sometimes referred to as the "Merged Entity".

WHEREAS, Ro-Mac Lumber & Supply, Inc., is duly authorized and organized under the laws of the State of Florida; and

WHEREAS, Leesburg Main Street Rentals, Inc., is duly authorized and organized under the laws of the State of Florida; and

WHEREAS, each of the above-named corporate entities by action of their respective authorized representatives have determined that it is in the best interest of each entity to merge in the manner provided in this Plan.

NOW, THEREFORE, for the purposes of carrying into effect said merger and in accordance with the provisions of Section 607 of the laws of the State of Florida, the parties hereto agree as follows:

- 1. Leesburg Main Street Rentals, Inc., shall be merged with and into Ro-Mac Lumber & Supply, Inc., which shall be the Surviving Corporation of the merger.
- 2. The Surviving Corporation shall take such assets subject to all liabilities of the Merged Entity to the extent required by law.
- 3. The provisions of the present Articles of Incorporation and By-Laws of the Surviving Corporation shall remain unchanged and shall continue as the Articles of Incorporation and By-Laws of the Surviving Corporation.
- 4. The name, principal place of business, officers, directors and resident agent of the Surviving Corporation shall be the same as that prior to the merger.
- 5. The effective date of the merger shall be as of the date of filing with the Florida Department of State.
- 6. The manner and basis of converting the interests, shares, obligations, or other securities of the Merged Entity into the interests, shares, obligations, or other securities of the Surviving Corporation, in whole or in part, is as follows:

As of the effective date, in exchange for the mutually agreed upon fair value of the company, there will be no shares issued for stock in the Surviving Corporation, the Merged Entity shall surrender all of its membership shares in the

Merged Entity. All such surrendered shares and any unissued shares of the Merged Entity shall be extinguished and canceled.

- The manner and basis of converting rights to acquire the interests, 7. shares, obligations or other securities of the Merged Entity into rights to acquire the interests, shares, obligations, or other securities of the Surviving Corporation, is as follows: The identity, existence, rights, privileges, powers, franchises, properties, and assets of the Surviving Corporation shall continue unaffected and unimpaired by the merger and shall be vested in the Surviving Corporation; and the identity and separate existence of the Merged Entity shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Merged Entity shall be vested in the Surviving Corporation.
- Notwithstanding anything herein or elsewhere to the contrary, this Plan may be terminated and abandoned at any time before the effective time by the consent of the governing bodies of both Ro-Mac Lumber & Supply, Inc. and Leesburg Main Street Rentals, Inc. In the event of such termination and abandonment, this Agreement shall forthwith become void and neither party nor their respective officers, managers or members shall have any liability hereunder.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the date first written above.

ATTEST:

ATTEST:

Ro-Mac Lumber & Supply, Inc.

Leesburg Main Street Rentals, Inc.

By: H. D. Robuck, Jr., President

STATE OF FLORIDA

COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared H. D. Robuck, Jr., as the President and Secretary of Ro-Mac Lumber & Supply, Inc., who is to me well known to be the person described in and who subscribed the above Plan of Merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same of the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Leesburg, Lake County, Florida, this lay of fure, 2013.



STATE OF FLORIDA

COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared H. D. Robuck, Jr., as the President and Secretary of Leesburg Main Street Rentals, Inc., who is to me well known to be the person described in and who subscribed the above Plan of Merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same of the uses and purposes therein mentioned and set forth.

Notary Public

KAREN A. DAVIS
Commission # DD 978673
Expires April 19, 2014
Bonded Thru Troy Fain Insurance 900-385-7019