

150564

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Ro-Mac Lumber & Supply, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: SETH

12/29/14

Name

Date

Time

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Will Pick Up _____

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 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:

Danforth Mobile Home Park, Inc.
610 E. Main Street
Leesburg, FL 34748
Document Number: P00000106409

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 29th day of December, 2014.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on the 29th day of December, 2014.

ATTEST:

Ro-Mac Lumber & Supply, Inc.

By: [Signature]
H. D. Robuck, Jr., Secretary

By: [Signature]
H. D. Robuck, Jr., President

ATTEST:

Danforth Mobile Home Park, Inc.

By: [Signature]
H. D. Robuck, Jr., Secretary

By: [Signature]
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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 DEC 30 AM 11:03

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AND
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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 29th day of December, 2014.



Karen A. Davis
Notary Public

STATE OF FLORIDA

COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared H. D. Robuck, Jr., as the President and Secretary of Danforth Mobile Home Park, 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 29th day of December, 2014.



Karen A. Davis
Notary Public

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is entered into effective this 29th day of December, 2014, by and between **Ro-Mac Lumber & Supply, Inc.**, a Florida corporation, hereinafter sometimes referred to as the "**Surviving Corporation**", and **Danforth Mobile Home Park, 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, Danforth Mobile Home Park, 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. Danforth Mobile Home Park, 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 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.

7. The manner and basis of converting rights to acquire the interests, 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.

8. 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:

Ro-Mac Lumber & Supply, Inc.

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

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

ATTEST:

Danforth Mobile Home Park, Inc.

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

By: H. D. Robuck, Jr.
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 29th day of December, 2014.



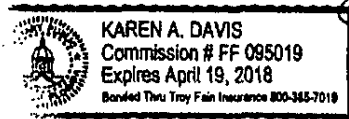
Karen A. Davis
Notary Public

STATE OF FLORIDA

COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared H. D. Robuck, Jr., as the President and Secretary of Danforth Mobile Home Park, 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 29th day of December, 2014.



Karen A. Davis
Notary Public

RESOLUTION

This RESOLUTION is made and entered into effective the 29th day of December, 2014 by DANFORTH MOBILE HOME PARK, INC. and RO-MAC LUMBER & SUPPLY, INC.

R E C I T A L S:

1. DANFORTH MOBILE HOME PARK, INC., is a corporation duly formed and validly existing under the laws of the State of Florida.
2. RO-MAC LUMBER & SUPPLY, INC., is a corporation duly formed and validly existing under the laws of the State of Florida.
3. The Florida Business Corporation Act (the "FBCA") permits a corporation, organized and existing under the FBCA to merge with and into another corporation organized and existing under the FBCA.
4. As evidenced by their signatures below, the Board of Directors & Shareholders of DANFORTH MOBILE HOME PARK, INC. and the Board of Directors and Shareholders of RO-MAC LUMBER & SUPPLY, INC., have duly authorized the merger of DANFORTH MOBILE HOME PARK, INC. with and into RO-MAC LUMBER & SUPPLY, INC., pursuant to the terms set forth in the attached Plan of Merger.
5. All other conditions precedent to the merger of DANFORTH MOBILE HOME PARK, INC., with and into RO-MAC LUMBER & SUPPLY, INC., have been satisfied or validly waived.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained in the Plan of Merger, and for other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, approval and consent is given, in accordance with the applicable statutes of the State of Florida, DANFORTH MOBILE HOME PARK, INC. to be merged with and into RO-MAC LUMBER & SUPPLY, INC., with RO-MAC LUMBER & SUPPLY, INC. to be the Surviving Corporation.

RO-MAC LUMBER & SUPPLY, INC.

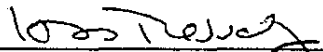
By: H. D. Robuck, Jr.
H. D. Robuck, Jr., President/Secretary

DANFORTH MOBILE HOME PARK, INC.

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

**CONSENT & APPROVAL OF SHAREHOLDERS & DIRECTORS OF
RO-MAC LUMBER & SUPPLY, INC.**

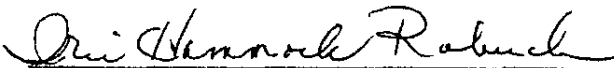
The undersigned, being all of the Directors and Shareholders of RO-MAC LUMBER & SUPPLY, INC., hereby consent to the merger of DANFORTH MOBILE HOME PARK, INC. with and into RO-MAC LUMBER & SUPPLY, INC., pursuant to the terms of the Plan of Merger entered into by and between the two entities.



H. D. Robuck, Jr. - Director/Shareholder



Horace Danforth Robuck III - Director/Shareholder



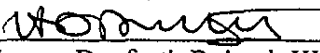
Iris Hammock Robuck, Trustee of the Robuck Family
Trust II dated 12/31/2012 - Shareholder

**CONSENT & APPROVAL OF SHAREHOLDERS & DIRECTORS OF
DANFORTH MOBILE HOME PARK, INC.**

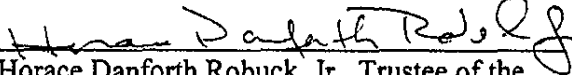
The undersigned, being all of the Directors and Shareholders of DANFORTH MOBILE HOME PARK, INC., hereby consent to the merger of DANFORTH MOBILE HOME PARK, INC. with and into RO-MAC LUMBER & SUPPLY, INC., pursuant to the terms of the Plan of Merger entered into by and between the two entities.



H. D. Robuck, Jr. - Director



Horace Danforth Robuck III - Shareholder



Horace Danforth Robuck, Jr., Trustee of the
Horace Danforth Robuck, Jr. Family Trust -
Shareholder