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**MERGER OR SHARE EXCHANGE
FLORIDA SILICA SAND COMPANY**

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ARTICLES OF MERGER
of
FSS EXCHANGE HOLDING COMPANY LLC
a Florida limited liability company,
into
FLORIDA SILICA SAND COMPANY,
a Florida corporation

Pursuant to the provisions of the Florida Revised Limited Liability Company Act and the Florida Business Corporation Act, the undersigned, pursuant to a Plan of Merger, do hereby set forth the following information:

1. The parties to the Plan of Merger are:

FSS Exchange Holding Company LLC, a Florida limited liability company, the "Merging Entity"; and

Florida Silica Sand Company, a Florida corporation, the "Surviving Entity".
2. No amendment to the Amended and Restated Articles of Incorporation of Florida Silica Sand Company is required as a result of the merger.
3. The effective date of the merger shall be upon the filing of these Articles of Merger with the Florida Department of State.
4. The executed Plan of Merger is on file at the principal place of business of the Surviving Entity, and on request and without cost, a copy thereof will be provided to any member or owner of the constituent entities.
5. The Plan of Merger was duly authorized and approved by the sole member of the Merging Entity on December 28, 2015 and by the shareholder(s) of the Surviving Entity on December 28, 2015, in accordance with the provisions of Sections 605.1021 through 605.1026, and Sections 607.1103 and 607.1108 through 607.11101, Florida Statutes.


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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent entities by their respective authorized Manager and President this 29th day of December, 2015.

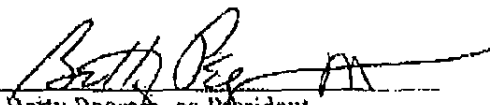
MERGING ENTITY:

FSS EXCHANGE HOLDING COMPANY
LLC, a Florida limited liability company

By: 
Betty Pegram, as Manager

SURVIVING ENTITY:

FLORIDA SILICA SAND COMPANY,
a Florida corporation

By: 
Betty Pegram, as President

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is made this 28th day of December, 2015, by and between **FSS EXCHANGE HOLDING COMPANY LLC**, a Florida limited liability company (the "Merging Entity"), and **FLORIDA SILICA SAND COMPANY**, a Florida corporation (the "Surviving Entity"), said entities hereinafter collectively referred to as "Constituent Entities."

WITNESSETH:

WHEREAS, the Surviving Entity was incorporated in the State of Florida on August 30, 1948, and has authorized capital stock of twenty thousand (20,000) shares of common stock with no par value, two hundred (200) of which are designated as Class A Voting Common Stock, and nineteen thousand eight hundred (19,800) of which are designated as Class B Non-Voting Common Stock. One hundred (100) shares of Class A Voting Common Stock are duly issued and outstanding, of which 96.36364 shares are owned by the Betty Pegram Revocable Declaration of Trust dated July 2, 2001 as amended, 1.81818 shares are owned by Emily Pegram Herwig, and 1.81818 shares are owned by Melanie Pegram Malnate.

WHEREAS, the Merging Entity was formed in the State of Florida on August 15, 2014 as a manager-managed limited liability company, and One Hundred Percent (100%) of its membership interests are owned by the Surviving Entity; and

WHEREAS, the member of the Merging Entity and the Class A shareholders of Surviving Entity deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and have adopted Resolutions on December 28, 2015 which provide that, pursuant to the applicable provisions of the Florida Revised Limited Liability Act and the Florida Business Corporation Act, the Merging Entity shall be merged with and into the Surviving Entity in order to combine the assets and businesses of the Constituent Entities for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders, and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

NOW, THEREFORE, in consideration of the mutual premises and agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

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1. Recitals. The recitals hereinabove are true and correct and are incorporated herein.
2. Agreement to Merge. The Constituent Entities hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Entity shall be merged into the Surviving Entity, and the Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Entity, without the necessity of any separate deeds or documents of transfer. The Surviving Entity shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the properties of the Merging Entity shall be impaired by the merger.
3. Name of Surviving Entity. The name of the Surviving Entity shall be FLORIDA SILICA SAND COMPANY.
4. Articles of Incorporation. The Amended and Restated Articles of Incorporation of the Surviving Entity in effect on the Effective Date shall be the Amended and Restated Articles of Incorporation of said Surviving Entity and shall continue in full force and effect.
5. By-Laws. The By-Laws of the Surviving Entity in effect on the Effective Date of the merger will be the By-Laws of said Surviving Entity and will continue in full force and effect.
6. Management. The Surviving Entity shall continue to be managed under the direction of the Board of Directors, except as may be otherwise provided by law or in the Amended and Restated Articles of Incorporation and/or By-Laws of the Surviving Entity.
7. Mode of Effecting Merger. The mode of carrying said merger into effect, and the manner and basis of converting the membership interest of the Merging Entity into shares of the Surviving Entity, shall be as follows:

Since the entire membership interest in the Merging Entity is owned by the Surviving Entity, no additional shares need be issued by the Surviving Entity to reflect the ownership interest of the member of the Merging Entity after the Effective Date. Upon the Effective Date of the merger, the sole member of the Merging Entity shall surrender its membership certificate to the Surviving Entity and such certificate shall be canceled. The then issued and outstanding shares of the Surviving Entity shall continue thereafter to constitute all of the outstanding shares of the Surviving Entity.
8. Adoption of Plan. Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by all of the shareholders of the Surviving Entity entitled to vote and by the sole member of the Merging Entity.

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9. Execution of Documents. In the event that the merger of the Merging Entity with and into the Surviving Entity shall have been fully authorized in accordance with the provisions of the Florida Revised Limited Liability Act and the Florida Business Corporation Act, the Merging Entity and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

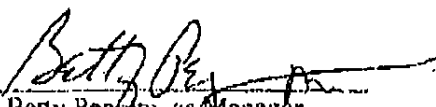
10. Authorization. The Manager of the Merging Entity and the President of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan.

11. Effective Date. This Plan shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date"). Neither of the Constituent Entities shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Entities may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

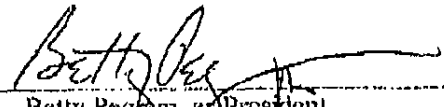
12. Right to Abandon Merger. The member of the Merging Entity and the shareholders of the Surviving Entity, respectively, shall have the power in their discretion, prior to the Effective Date, to abandon the merger provided for herein.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by their respective Manager and President, as the case may be, who are duly authorized by the respective member and shareholders of the Constituent Entities.

MERGING ENTITY:

FSS EXCHANGE HOLDING COMPANY
LLC, a Florida limited liability companyBy: 
Betty Pegram, as Manager

SURVIVING ENTITY:

FLORIDA SILICA SAND COMPANY,
a Florida corporationBy: 
Betty Pegram, as President

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