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Merger  
xcl  
2/10/09



**FLETCHER, TILTON & WHIPPLE, P.C.**  
C O U N S E L O R S   A T   L A W

January 30, 2009

Amendment Section  
Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re:     Merger of Washington Mills Ceramics Corporation, a Florida corporation,  
          with and into Washington Mills Ceramics Corporation, a Delaware corporation

Dear Sir or Madam:

I enclose Articles of Merger for Washington Mills Ceramics Corporation, a Florida corporation, which is merging with and into Washington Mills Ceramics Corporation, a Delaware corporation. A copy of the Plan of Merger is attached. I am also including a check in the amount of \$78.75 payable to the Florida Department of State representing the filing fee (\$35.00 for each corporation) and the fee for a certified copy of the Articles of Merger. An additional copy of the Articles of Merger is enclosed for certification.

Thank you for your assistance. Please call or write me directly with any questions.

Very truly yours,

Catherine Smith Hall  
Paralegal

**Direct Phone Line: 508-459-8077**

**Direct Fax Line: 508-459-8377**

**Email: [khall@ftwlaw.com](mailto:khall@ftwlaw.com)**

csh

Enclosures

cc:     Alden F.L. Harris, II  
          Mark L. Donahue, Esq.  
          Warner S. Fletcher, Esq.

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Please direct all correspondence to our Worcester office.

# **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)
Washington Mills Ceramics Corpora- tion	Delaware	3366200

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Washington Mills Ceramic Corpora- tion	Florida	168193

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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**      /      /      (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 Jan. 2, 2009.

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 Jan. 2, 2009.

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)

Peter H. Williams, President

**(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:

<u>Name</u>	<u>Jurisdiction</u>
Washington Mills Ceramics Corporation	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Washington Mills Ceramics Corporation</u>	<u>Florida</u>
<u></u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

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

See attached

**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:

See attached

*(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:

None

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached.

AGREEMENT AND PLAN OF MERGER

OF

WASHINGTON MILLS CERAMICS CORPORATION  
(a Florida corporation)

AND

WASHINGTON MILLS CERAMICS CORPORATION  
(a Delaware corporation)

AGREEMENT AND PLAN OF MERGER entered into on January 2, 2009 by WASHINGTON MILLS CERAMICS CORPORATION, a business corporation of the State of Florida ("CERAMICS FLORIDA"), and approved by resolution adopted by its Board of Directors on said date, and entered into on January 2, 2009 by WASHINGTON MILLS CERAMICS CORPORATION, a business corporation of the State of Delaware ("CERAMICS DELAWARE"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS CERAMICS FLORIDA is a business corporation of the State of Florida with its principal office therein located at 31 Airport Road, City of Lake Wales, County of Polk; and

WHEREAS the total number of shares of stock which CERAMICS FLORIDA has authority to issue is 20,000, all of which are of one class and of a par value of Fifty Cents each; and

WHEREAS, the total number of shares of stock of CERAMICS FLORIDA that are issued and outstanding is 1,000, all of which are owned by Washington Mills Group, Inc.; and

WHEREAS CERAMICS DELAWARE is a business corporation of the State of Delaware with its registered office therein located c/o Harvard Business Services, Inc. 16192 Coastal Highway, City of Lewes, County of Sussex; and

WHEREAS the total number of shares of stock which CERAMICS DELAWARE has authority to issue is 100, all of which are of one class and of a par value of One Cent each; and

WHEREAS, the total number of shares of stock of CERAMICS DELAWARE that are issued and outstanding is 100, all of which are owned by Washington Mills Group, Inc.; and

WHEREAS Chapter 607 the laws of the State of Florida permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS CERAMICS FLORIDA and CERAMICS DELAWARE and their respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge CERAMICS FLORIDA with and into CERAMICS DELAWARE pursuant to the provisions of Chapter 607 of the Florida Statutes and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by CERAMICS FLORIDA and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by CERAMICS DELAWARE and approved by a resolution adopted by its Board of Directors, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this [Plan and] Agreement set forth.

1. CERAMICS FLORIDA and CERAMICS DELAWARE shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, WASHINGTON MILLS CERAMICS CORPORATION, a Delaware corporation, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of CERAMICS FLORIDA, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the laws of the State of Florida.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation as therein amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.



4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the laws of the State of Florida and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 Agreement and Plan of Merger or of the merger herein provided for.

8. Notwithstanding the full approval and adoption of this Agreement and Plan of Merger, the said Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware or at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations' parties thereto.

Dated: Jan. 2, 2009

WASHINGTON MILLS CERAMICS CORPORATION  
a Florida corporation, the Merging Corporation

By: Peter H. Williams  
Peter H. Williams, Its President

WASHINGTON MILLS CERAMICS CORPORATION  
a Delaware corporation, the Surviving Corporation

By: Peter H. Williams  
Peter H. Williams, Its President