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MERGER OR SHARE EXCHANGE

Lee & Cates Glass, Inc.

Certificate of Status	0
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**ARTICLES OF MERGER
OF
LEE & CATES BEACHES GLASS, INC.,
LEE & CATES DAYTONA BEACH GLASS, INC.,
LEE & CATES FERNANDINA GLASS, INC.,
LEE & CATES HOME IMPROVEMENT, INC.,
LEE & CATES LAKE CITY GLASS, INC.,
LEE & CATES MANDARIN GLASS, INC.,
LEE & CATES ORANGE PARK GLASS, INC.,
LEE & CATES NORTHSIDE GLASS, INC.,
LEE & CATES REGENCY GLASS, INC.,
SOUTHSIDE GLASS, INC.
Florida corporations**

WITH AND INTO

**LEE & CATES GLASS, INC.,
a Florida corporation**

Pursuant to the provisions of Sections 607.1104 and 607.1109 of the Florida Business Corporation Act, the undersigned enter into these Articles of Merger by which LEE & CATES BEACHES GLASS, INC., a Florida corporation (Florida Document No. P95000026371), LEE & CATES DAYTONA BEACH GLASS, INC., a Florida corporation (Florida Document No. P96000004754), LEE & CATES FERNANDINA GLASS, INC., a Florida corporation (Florida Document No. P95000026382), LEE & CATES HOME IMPROVEMENT, INC., a Florida corporation (Florida Document No. P95000026145), LEE & CATES LAKE CITY GLASS, INC., a Florida corporation (Florida Document No. P95000026376), LEE & CATES MANDARIN GLASS, INC., a Florida corporation (Florida Document No. P95000026385), LEE & CATES ORANGE PARK GLASS, INC., a Florida corporation (Florida Document No. P95000026383), LEE & CATES NORTHSIDE GLASS, INC., a Florida corporation (Florida Document No. P95000026365), LEE & CATES REGENCY GLASS, INC., a Florida corporation (Florida Document No. P95000026369) and SOUTHSIDE GLASS, INC., a Florida corporation (Florida Document No. P99000032736) (collectively, referred to as "Merging Companies"), shall be merged with and into LEE & CATES GLASS, INC., a Florida corporation (Florida Document No. 176604) ("Surviving Corporation"), and Surviving Corporation shall be the surviving business entity, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 607.1103 of the Florida Business Corporation Act. The undersigned hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof as Exhibit A.

SECOND, the merger shall become effective at 11:59 p.m. on December 5, 2014.

THIRD, the Plan was unanimously adopted and approved on December 5, 2014, by the written consent of the Board of Directors of the Merging Companies and the Surviving Corporation, in accordance with the applicable laws of the State of Florida. Under Florida

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Statute § 607.1103(7), the shareholders of the Surviving Corporation did not have to approve the merger because the Surviving Corporation will be the surviving corporation in the merger, the articles of incorporation of the Surviving Corporation will not differ from its articles before the merger and each shareholder of the Surviving Corporation will hold the same number of shares, with identical designations, preferences, limitations and relative rights, immediately after the merger.

FOURTH, the Plan was adopted and approved on December 5, 2014, by the unanimous consent of the shareholders of the Merging Companies in accordance with the provisions of each of the Merging Companies Articles of Incorporation, Bylaws and applicable laws of the State of Florida.

FIFTH, the attached Plan of Merger meets the requirements of the Section 607.1104, *Florida Statutes*, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, *Florida Statutes*.

[Signature page to follow.]

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IN WITNESS WHEREOF, these Articles of Merger have been executed this 5th day of December, 2014.

MERGING COMPANIES:

LEE & CATES BEACHES GLASS, INC., a
Florida corporation

By: Thomas D. Lee, III
Name: Thomas D. Lee, III, as President

LEE & CATES DAYTONA BEACH GLASS,
INC., a Florida corporation

By: Thomas D. Lee, III
Name: Thomas D. Lee, III, as President

LEE & CATES FERNANDINA GLASS, INC., a
Florida corporation

By: Thomas D. Lee, III
Name: Thomas D. Lee, III, as President

LEE & CATES HOME IMPROVEMENT, INC.,
a Florida corporation

By: Thomas D. Lee, III
Name: Thomas D. Lee, III, as President

LEE & CATES LAKE CITY GLASS, INC., a
Florida corporation

By: Thomas D. Lee, III
Name: Thomas D. Lee, III, as President

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LEE & CATES MANDARIN GLASS, INC., a
Florida corporation

By: Thomas D. Lee
Name: Thomas D. Lee, III, as President

LEE & CATES ORANGE PARK GLASS, INC.,
a Florida corporation

By: Thomas D. Lee
Name: Thomas D. Lee, III, as President

LEE & CATES NORTHSIDE GLASS, INC., a
Florida corporation

By: Thomas D. Lee
Name: Thomas D. Lee, III, as President

LEE & CATES REGENCY GLASS, INC., a
Florida corporation

By: Thomas D. Lee
Name: Thomas D. Lee, III, as President

SOUTHSIDE GLASS, INC., a Florida
corporation

By: Thomas D. Lee
Name: Thomas D. Lee, III, as President

SURVIVING CORPORATION:

LEE & CATES GLASS, INC., a Florida
corporation

By: Thomas D. Lee
Name: Thomas D. Lee, III, as President

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Venable, Traci L.

Foley & Lardner LLP.

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Exhibit A

PLAN OF MERGER

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**AGREEMENT AND PLAN OF MERGER
OF
LEE & CATES BEACHES GLASS, INC.,
LEE & CATES DAYTONA BEACH GLASS, INC.,
LEE & CATES FERNANDINA GLASS, INC.,
LEE & CATES HOME IMPROVEMENT, INC.,
LEE & CATES LAKE CITY GLASS, INC.,
LEE & CATES MANDARIN GLASS, INC.,
LEE & CATES ORANGE PARK GLASS, INC.,
LEE & CATES NORTHSIDE GLASS, INC.,
LEE & CATES REGENCY GLASS, INC.,
SOUTHSIDE GLASS, INC.
Florida corporations**

INTO

**LEE & CATES GLASS, INC.,
a Florida corporation**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") dated as of December 5, 2014, provides for the merger (the "Merger") of LEE & CATES BEACHES GLASS, INC., a Florida corporation, LEE & CATES DAYTONA BEACH GLASS, INC., a Florida corporation, LEE & CATES FERNANDINA GLASS, INC., a Florida corporation, LEE & CATES HOME IMPROVEMENT, INC., a Florida corporation, LEE & CATES LAKE CITY GLASS, INC., a Florida corporation, LEE & CATES MANDARIN GLASS, INC., a Florida corporation, LEE & CATES ORANGE PARK GLASS, INC., a Florida corporation, LEE & CATES NORTHSIDE GLASS, INC., a Florida corporation, LEE & CATES REGENCY GLASS, INC., a Florida corporation, and SOUTHSIDE GLASS, INC., a Florida corporation, ("Merging Companies") with and into LEE & CATES GLASS, INC., a Florida corporation (the "Surviving Corporation"), as follows:

WITNESSETH:

WHEREAS, the Merging Companies are corporations organized and existing under the laws of the State of Florida;

WHEREAS, the Surviving Corporation is a corporation organized and existing under the laws of the State of Florida;

WHEREAS, Section 607.1104 of the Florida Business Corporation Act permits a subsidiary corporation to be merged into its parent corporation; and

WHEREAS, the shareholders of the Merging Companies have deemed it to be in their best interests for the Merging Companies to merge into the Surviving Corporation.

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NOW, THEREFORE, the Merging Companies hereby agree that the Merging Companies shall be merged into the Surviving Corporation in accordance with the applicable laws of the State of Florida and the terms and conditions of and in the manner set forth in this Plan of Merger.

1. **Merger.** Upon effectiveness of the Merger, the Merging Companies shall be merged with and into the Surviving Corporation, the separate existence of the Merging Companies shall cease and the Surviving Corporation shall be the surviving business entity.

2. **Terms and Conditions of Merger.** The terms and conditions of the Merger are outlined in the Articles of Merger in the form attached as Exhibit A hereto shall be duly signed and filed with the Secretary of State of Florida.

3. **Approval.** The Merger contemplated by this Plan has been approved by the shareholder and Board of Directors of the Merging Companies in the manner provided by the Florida Business Corporation Act and by the board of directors of the Surviving Corporation in the manner provided by the Florida Business Corporation Act.

4. **Effective Time.** The Merger of Merging Companies with and into the Surviving Corporation shall become effective at 11:59 p.m. on December 5, 2014 (the "Effective Time").

5. **Conversion of Member's Interest of Merging Companies.** At the Effective Time, all of the shares in the Merging Companies which are issued and outstanding at the Effective Time shall be retired and cancelled, automatically, without any further action on the part of Merging Companies or the Surviving Corporation, or otherwise.

6. **Effect of Merger.** At the Effective Time, the separate existence of Merging Companies shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of Merging Companies, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Companies, and neither the rights of creditors nor any liens on the property of Merging Companies shall be impaired by the Merger. If at any time after the Effective Time the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Companies acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Companies, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Companies, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Companies acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

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7. **Surviving Corporation.** Lee & Cates Glass, Inc., a Florida corporation, is the Surviving Corporation and its principal address is 5355 Shawland Road, Jacksonville, Florida 32254, and its mailing address is P.O. Box 41146, Jacksonville, Florida 32203.

8. **Abandonment.** This Plan may be abandoned at any time prior to the Effective Time by the Merging Companies or the Surviving Corporation.

[Signatures to follow on next page.]

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Surviving Corporation

LEE & CATES GLASS, INC., a Florida corporation

By: Thomas D. Lee
Name: Thomas D. Lee, III, as President

Merging Companies

LEE & CATES BEACHES GLASS, INC., a Florida corporation

By: Thomas D. Lee
Name: Thomas D. Lee, III, as President

LEE & CATES DAYTONA BEACH, INC., a Florida corporation

By: Thomas D. Lee
Name: Thomas D. Lee, III, as President

LEE & CATES FERNANDINA GLASS, INC., a Florida corporation

By: Thomas D. Lee
Name: Thomas D. Lee, III, as President

LEE & CATES HOME IMPROVEMENT, INC., a Florida corporation

By: Thomas D. Lee
Name: Thomas D. Lee, III, as President

LEE & CATES LAKE CITY GLASS, INC., a Florida corporation

By: Thomas D. Lee
Name: Thomas D. Lee, III, as President

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LEE & CATES MANDARIN GLASS, INC., a
Florida corporation

By: Thomas D. Lee, III
Name: Thomas D. Lee, III, as President

LEE & CATES ORANGE PARK GLASS,
INC., a Florida corporation

By: Thomas D. Lee, III
Name: Thomas D. Lee, III, as President

LEE & CATES NORTHSIDE GLASS, INC., a
Florida corporation

By: Thomas D. Lee, III
Name: Thomas D. Lee, III, as President

LEE & CATES REGENCY GLASS, INC., a
Florida corporation

By: Thomas D. Lee, III
Name: Thomas D. Lee, III, as President

SOUTHSIDE GLASS, INC., a Florida
corporation

By: Thomas D. Lee, III
Name: Thomas D. Lee, III, as President

Shareholder of Merging Companies

LEE & CATES GLASS, INC., a Florida
corporation

By: Thomas D. Lee, III
Name: Thomas D. Lee, III, as President

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Exhibit A

ARTICLES OF MERGER