

176707

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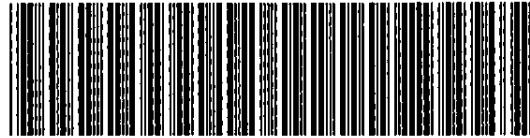
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Muz

E. Howard

12-31-11

11 DEC 30 AM
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Crom Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Marshall Chalmers

Contact Person

Alston & Bird LLP

Firm/Company

1180 W. Peachtree St.

Address

Atlanta, GA, 30309

City/State and Zip Code

marshall.chalmers@alston.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marshall Chalmers

Name of Contact Person

At (404) 881-7463

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

ARTICLES OF MERGER
(Profit Corporations)

Effected date
12-31-11

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)
<u>The Crom Corporation</u>	<u>Florida</u>	<u>176707</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Crom Engineering and Construction</u>		
<u>Services, Inc.</u>	<u>Florida</u>	<u>P04000001270</u>

FILED
11 DEC 30 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 12 / 31 / 2011 (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 N/A.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/30/2011 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 N/A.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/30/2011 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

The Crom Corporation

Walter R Carlton

Walter R. Carlton, Senior VP and CFO

Crom Engineering and

Construction Services, Inc.

Walter B. Carlton

Walter R. Carlton, Senior VP and CFO

Abstract

Age Group	Total	Male	Female	Male	Female
18-24	28.1%	28.1%	28.1%	28.1%	28.1%
25-34	22.1%	22.1%	22.1%	22.1%	22.1%
35-44	18.1%	18.1%	18.1%	18.1%	18.1%
45-54	14.1%	14.1%	14.1%	14.1%	14.1%
55-64	10.1%	10.1%	10.1%	10.1%	10.1%
65+	6.1%	6.1%	6.1%	6.1%	6.1%

Figure 1

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Crom Corporation</u>	<u>Florida</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Crom Engineering and Construction</u>	<u></u>
<u>Services, Inc.</u>	<u>Florida</u>
<u></u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The issued and outstanding shares of Crom Engineering and Construction Services, Inc. shall be cancelled and cease to exist at the time the merger becomes effective. The issued and outstanding shares of The Crom Corporation shall remain issued and outstanding and will be unaffected by the merger.

(Attach additional sheets if necessary)

.....

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A