

237228

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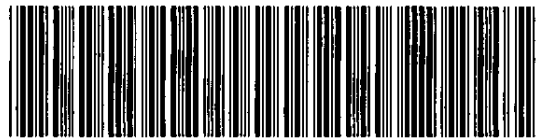
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2010 JAN 28 AM 10:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

TB

FEB - 1 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bandy Lightweight Roofing & Supply, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Allan Andreasen
Contact Person

ABA Financial Group, Inc.
Firm/Company

5517 Van Dyke Rd
Address

Lutz Fl. 33558
City/State and Zip Code

abatx@verizon.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Allan Andreasen At (813) 493-8822
Name of Contact Person 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)

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2010 JAN 28 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>Bandy Lightweight Roofing & Supply, Incorporated</u>	<u>FL</u>	<u>237228</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Bandy Enterprises, Inc.</u>	<u>FL</u>	<u>437132</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 1 / 27 / 10 (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 1-27-10.

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 1-27-10.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Bandy Lightweight

William K. Bessemer

William K. Bessemer - ^{VP} Sec

Roofing & Supply Incorporated

Bandy Enterprises, Inc.

William K. Bessemer

William K. Bessemer - Sec

PLAN OF MERGER

(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:

Name

Jurisdiction

Bandy Lightweight Roofing & Supply, Incorporated FL

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

Name

Jurisdiction

Bandy Enterprises, Inc. FL

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

All assets & liabilities of Bandy Enterprises, Inc. shall be merged into Bandy Lightweight Roofing & Supply, Incorporated. Bandy Lightweight Roofing & Supply Incorporated shall survive the merger. All shares held in Bandy Enterprises, Inc. shall be issued by Bandy Lightweight Roofing & Supply, Incorporated.

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:

(Attach additional sheets if necessary)
Equal shares shall be exchanged by each shareholder of record
no ownership changes shall occur.

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:

NONE

Other provisions relating to the merger are as follows:

NONE