

FILING OR RECORDING OF DOCUMENTS

312238

12/30/97

Re: D & K Transport, Inc./Lindsay, Inc.

The following documents are enclosed for filing or recording with your office.

Articles of Merger with attached Plan of Merger.

Please return a certified copy of the Articles of Merger.

☐ Charge our account for fees

☒ Check enclosed to cover fee.

TO

Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, FL 32301

Law Offices of
CHARLES D. WALLER
Attorney at Law

417 EAST LIVE OAK AVE. — POST OFFICE BOX 1668
DADE CITY, FLORIDA 34297-1668
904 - 567-4690

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 31 AM 11:34

merger
SP 1/8/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

LINDSAY, INCORPORATED, a FL corp., #642263

INTO

D & K TRANSPORT, INC., a Florida corporation, 312238

File date: December 31, 1997

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 31 AM 11:34

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned Florida corporations adopt the following Articles of Merger for the purpose of merging them into one such corporation.

1. The names of the undersigned corporations are respectively:

D & K TRANSPORT, INC.

LINDSAY, INCORPORATED.

2. The name of the surviving corporation is **D & K TRANSPORT, INC.**, and it is to be governed by the laws of the State of Florida.
3. The Articles of Incorporation of **D & K TRANSPORT, INC.** shall remain unchanged.
4. The Plan of Merger, attached hereto as Exhibit "A", and incorporated herein by reference, was approved on December 29, 1997, by the shareholders of **D & K TRANSPORT, INC.**, in the manner prescribed by the Florida Business Corporation Act, and was approved on December 29, 1997, by the shareholders of **LINDSAY, INCORPORATED** in the manner prescribed by the Florida Business Corporation Act.
5. The effective date of the merger shall be December 31, 1997, at the close of the business day.

IN WITNESS WHEREOF, the undersigned parties have hereunto set their hands and seals as of the day and year first above written.

D & K TRANSPORT, INC.

By Bill M. Surratt, Jr.
BILL M. SURRATT, JR.
President

ATTEST: Kenneth Wayne Lindsay, Jr.
KENNETH WAYNE LINDSAY, JR.
Secretary

LINDSAY, INCORPORATED

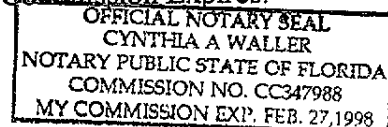
By: Kenneth Wayne Lindsay, Jr.
KENNETH WAYNE LINDSAY, JR., President

ATTEST: Bill M. Surratt, Jr.
BILL M. SURRATT, JR.
Secretary

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 30th day of DECEMBER, 1997, by **BILL M. SURRATT, JR., and KENNETH WAYNE LINDSAY, JR.**, President and Secretary, respectively, of D & K TRANSPORT, INC., a Florida corporation, or behalf of the corporation, who are personally known to me and who did not take an oath.

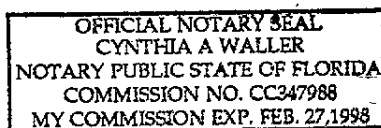
Cynthia A. Waller
NOTARY PUBLIC
My Commission Expires:



STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 30th day of DECEMBER, 1997, by **KENNETH WAYNE LINDSAY, JR., and BILL M. SURRATT, JR.**, President and Secretary, respectively, of LINDSAY INCORPORATED, a Florida corporation, or behalf of the corporation, who are personally known to me and who did not take an oath.

Cynthia A. Waller
NOTARY PUBLIC
My Commission Expires



PLAN OF MERGER

Plan of Merger dated December 30, 1997, between D & K TRANSPORT, INC., a Florida corporation, ("D & K") and LINDSAY, INC., a Florida corporation, ("LINDSAY").

SECTION ONE:

Terms and Conditions. On the effective date of the merger, the separate existence of LINDSAY, INC., shall cease, and D & K shall succeed to allow the property, real, personal, and mixed of the "Merged Corporations" LINDSAY, INC., without the necessity of for any separate transfer. The "Surviving Corporation", D & K, shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporation, and neither the rights of creditors nor any liens on the property of the Merged Corporation shall be impaired by the merger.

SECTION TWO.

Conversion of Shares. The manner and basis of converting the shares of the Merged Corporations unto shares of the Surviving Corporation is as follows:

(a) All shares of the common stock of LINDSAY issued and outstanding on the effective date of the merger shall be converted into ten (10) total shares of the Ten (\$10.00) Dollar par value Class A common stock of D & K, which shares of Class A common Stock of D & K shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, the shareholders of certificates for shares of common stock in the

Merged Corporation shall surrender all of such certificates to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of Class A common stock in the Surviving Corporation, representing the numbers of shares of such stock to which such shareholder is entitled as provided above, to-wit: Five (5) shares to BILLY M. SURRATT, JR. and ANITA GAIL SURRATT, and Five (5) shares to KENNETH WAYNE LINDSAY, JR.

- (c) The shareholder of certificates of common stock of the Merged Corporations shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been turned in. Thereafter, the shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to him hereunder which may have been declared and paid between the effective date of the merger and the surrender of the certificates in the merged corporation.

SECTION THREE

Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, **D & K** shall not be changed from their present form and shall continue to be the Articles of Incorporation following the effective date of this merger.

SECTION FOUR

Changes in Bylaws. The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION FIVE

Directors and Officers. The directors of the Surviving Corporation on the effective date of the merger shall continue as the directors of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected and appointed. The officers of the Surviving Corporation on the effective date of the merger shall be as follows:

<u>NAME</u>	<u>OFFICE</u>
BILL M. SURRATT, JR.	President
KENNETH WAYNE LINDSAY, JR.	Secretary & Treasurer

and shall serve until their successors have been elected or appointed and qualified.

SECTION SIX

Prohibited Transactions: None of the constituent corporation 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 Merged and Surviving Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION SEVEN

Approval by Shareholders. This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations by written consent in the manner provided by the applicable laws of the State of Florida.

SECTION EIGHT

Effective Date of Merger. The effective date of this merger shall be December 31, 1997 of the close of the business day.

SECTION NINE

Execution by Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the undersigned parties have hereunto set their hands and seals as of the date and year first above written.

D & K TRANSPORT, INC.

By: Bill M. Surratt, Jr.
BILL M. SURRATT, JR.
President

ATTEST:

Kenneth Wayne Lindsay, Jr.
KENNETH WAYNE LINDSAY, JR.
Secretary

LINDSAY, INCORPORATED.

By: Kenneth Wayne Lindsay, Jr.
KENNETH WAYNE LINDSAY, JR.,
President

ATTEST: Bill M. Surratt Jr.
BILL M. SURRATT, JR.
Secretary