

CT CORPORATION SYSTEM

358548

FILED  
01 DEC 19 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

(1) Suburban Management Company, Inc. (Qualification)

(2) A.M. Construction Co. and Chudnow Construction Corp.

with into: Suburban Management Company, Inc. (Surviving corporation)

Merger

EFFECTIVE DATE  
5/3/01

600004733146--  
-12/19/01--01001--014  
\*\*\*\*105.00 \*\*\*\*105.1

☐ Profit  
☐ Nonprofit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal  
☐ Reinstatement

☐ Mark

☐ Limited Partnership

☐ Annual Report  
☐ Name Registration  
☐ Fictitious Name

☐ Other  
☐ Change of RA  
☐ UCC

☐ LLC

☐ Certified Copy

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660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

X00789, 00721, 00672

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CHUDNOW CONSTRUCTION CO OF FLORIDA INC. a Florida corp 358548  
A.M. CONSTRUCTION CO., a Florida corp. G59121  
,

INTO

**SUBURBAN MANAGEMENT COMPANY, INC.**, a Wisconsin entity not qualified  
in Florida.

File date: December 19, 2001, effective December 31, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 19, 2001

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: CHUDNOW CONSTRUCTION CO OF FLORIDA INC  
Ref. Number: 358548

We have received your document for CHUDNOW CONSTRUCTION CO OF FLORIDA INC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document. ✓

If you have any questions concerning the filing of your document, please call (850) 245-6907.

10 Annette Ramsey  
Corporate Specialist

Letter Number: 101A00066543

RECEIVED

01 DEC 26 AM 11:25

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

From: Melanie

\* Please hook date  
Filing to 12-19-01

File me

EFFECTIVE DATE  
12/31/01

# 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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Suburban Management Company, Inc.	Wisconsin

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TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Chudnow Construction Co. of Florida Inc.	Florida
A. M. Construction Co.	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 / 01 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 December 18, 2001.

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 December 18, 2001.

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

Typed or Printed Name of Individual & Title

Suburban Management  
Company, Inc.

Chudnow Construction  
Co. of Florida Inc.

A. M. Construction  
Co.

Graydon Perkins

Joseph Chudnow, President

A. M. Chudnow, President

A. M. Chudnow, President

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Suburban Management Company, Inc.

Wisconsin

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

Name

Jurisdiction

Chudnow Construction Co. of Florida Inc.

Florida

A. M. Construction Co.

Florida

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

See Attachment.

**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 Attachment.

*(Attach additional sheets if necessary)*

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**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

None.

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

None.

## ATTACHMENT TO PLAN OF MERGER

### Suburban Management Company, Inc.

#### **Third:**

AMCC and CCC shall merge with and into Suburban, and Suburban, as the Surviving Corporation, shall exist by virtue and under the laws of the State of Wisconsin. The corporate identity, existence, purpose, powers, franchises, rights and immunities of Suburban shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purpose, powers, franchises, rights and immunities of AMCC and CCC shall be merged with and into Suburban, as the Surviving Corporation, and Suburban, as the Surviving Corporation, shall be fully vested therewith. The separate existences of AMCC and CCC, except insofar as they may be continued by reason of the Florida or Wisconsin Statutes, shall cease upon this Plan of Merger becoming effective and thereupon AMCC and CCC and Suburban shall become a single corporation.

The Articles of Incorporation of Suburban on the Effective Date (as hereinafter defined) of the merger shall be and remain the Articles of Incorporation of the Surviving Corporation.

The By-Laws of Suburban as they exist on the Effective Date of the merger shall be and remain the By-Laws of the Surviving Corporation until altered, amended or repealed as provided therein.

The Board of Directors of Suburban prior to the merger shall, upon the Effective Date of the merger, be and remain the Board of Directors of the Surviving Corporation, and they shall hold office until the next annual meeting of the shareholders of the Surviving Corporation and until their successors are duly elected and qualified.

The officers of Suburban prior to the date of merger shall, upon the Effective Date of the merger, be and remain the officers of the Surviving Corporation, and they shall hold office until their respective successors are duly elected and qualified.

The first annual meeting of the shareholders of the Surviving Corporation held after the Effective Date of the merger shall be the annual meeting provided by the By-Laws of Suburban. The first regular meeting of the Board of Directors of the Surviving Corporation held after the Effective Date of the merger shall be convened in a manner provided in the By-Laws of Suburban and may be held at the time and place specified in the notice of meeting.



**Fourth:**

On the Effective Date of the merger, all of the issued and outstanding common stock of AMCC and CCC shall be deemed to be cancelled without further consideration. The holders of shares of the issued and outstanding common stock of AMCC shall receive 0.0306 shares of common stock of the Surviving Corporation in exchange for each one (1) share of common stock of AMCC held by them, and the holders of shares of the issued and outstanding common stock of CCC shall receive 0.0225 shares of common stock of the Surviving Corporation in exchange for each one (1) share of common stock of AMCC held by them.