

3919411

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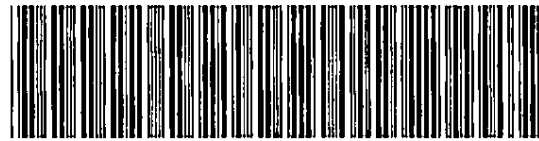
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*Merger*

R. WHITE

JAN 24 2018

2018  
18 JAN 23 PM 12:44  
JAN 23 2018

File Second

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Florida Erection Services, 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:

Joel Medgebow, Esq.  
\_\_\_\_\_  
Contact Person

Medgebow Law, P.A.  
\_\_\_\_\_  
Firm/Company

4171 W. Hillsboro Blvd, Ste 9  
\_\_\_\_\_  
Address

Coconut Creek, FL 33073  
\_\_\_\_\_  
City/State and Zip Code

rick@taxsaver.cc  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joel Medgebow  
\_\_\_\_\_  
Name of Contact Person

At ( 954 ) 478-4223  
\_\_\_\_\_  
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)

18 JAN 23 PM 12:44

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)
Florida Erection Service, Inc.	Florida	391944

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Steel Placers & Erectors, Inc.	Florida	P03000104989

**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**     /     /     (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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 12/29/2017.

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 12/29/2017.

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

Florida Erection Service, Inc.

*Donald H. Cook*

Donald G. McLendon (President)

Steel Placers & Erectors, Inc.

Donald W. Best

Donald G. McLendon (Vice President)

## **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:

<u>Name</u>	<u>Jurisdiction</u>
Florida Erection Service, Inc.	Florida
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
Steel Placers & Erectors, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

Steel Placers & Erectors, Inc. (the merging corporation) along with all of its assets and liabilities shall be merged and absorbed by Florida Erection Service, Inc. (the surviving corporation), as has been agreed to by all interested parties with the authority to bind each respective corporation.

**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)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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:

Donald McClendon and Michael D. McClendon are the two sole-owners of Steel Placers & Erectors, Inc. ("SPE"), having equal ownership and interest rights in SPE. Donald McClendon and Michael D. McClendon are also the two sole-owners of Florida Erection, Inc., having equal ownership and interest rights in Florida Erection, Inc. Upon completion of this merger, all respective stock and interest of both owners of SPE shall be merged into Florida Erection, Inc., and the two sole equal owners, Donald McClendon and Michael D. McClendon, shall remain the two sole equal owners of Florida Erection, Inc., and retain equal ownership and interest rights in Florida Erection, Inc., including but not limited to all their equal and respective interest of SPE which shall be merged into Florida Erection, Inc. by this merger.