

473203

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 8 / 31

200003379172--2
-08/31/00--01090--014
*****70.00 *****70.00

Corporation(s) Name

MUNTON Holding Corp.

Merging INTO

MUNTON Roofing Corp.

☐ Profit

☐ Nonprofit

☐ Amendment

☐ Foreign

☐ LLC

☐ Dissolution

☐ Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ UCC ☐ 1 or ☐ 3

☐ UBR

☐ Fictitious Name

☐ Other

☐ Ch. RA

***Special Instructions**

☐ Certified Copy

☐ arts/amends/mergers ☐ Other-See Above

☐ Photocopies

G. COULLETTE SEP 1 2000

☒ Walk in

☒ Pick-up

☐ Will Wait

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield

Thank You!

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MURTON HOLDING CORP., a Florida corporation, P96000086119

INTO

MURTON ROOFING CORP., a Florida entity, 473203.

File date: August 31, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER OF
MURTON HOLDING CORP.
WITH AND INTO
MURTON ROOFING CORP.**

The undersigned corporations, for the purpose of merging Murton Holding Corp., a Florida corporation, into Murton Roofing Corp., a Florida corporation and the surviving corporation in such merger, hereby execute the following Articles of Merger in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes:

1. The plan of merger is set forth in the Plan of Merger attached hereto as Exhibit A, which is made a part hereof.
2. The Plan of Merger was adopted by the Board of Directors and sole shareholder of Murton Roofing Corp. on August 30, 2000.
3. The Plan of Merger was adopted by the Board of Directors and sole shareholder of Murton Holding Corp. on August 30, 2000.
4. The effective date of the merger shall be August 31, 2000.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed as of the 30th day of August, 2000.

MURTON HOLDING CORP.

By: 

Michael Levine, Secretary

MURTON ROOFING CORP.

By: 

Michael Levine, Secretary

FILED
00 AUG 31 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

**PLAN OF MERGER OF
MURTON HOLDING CORP.
WITH AND INTO
MURTON ROOFING CORP.**

THIS PLAN OF MERGER provides for the merger of Murton Holding Corp., a Florida corporation ("Holding"), into Murton Roofing Corp., a Florida corporation ("Roofing"), both of said corporations, being hereinafter sometimes referred to collectively as the "Constituent Corporations".

RECITALS:

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable and generally to the advantage and welfare of each of the Constituent Corporations and their respective shareholders that Holding be merged with and into Roofing on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the laws of the State of Wisconsin;

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants, conditions and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that Holding shall be merged with and into Roofing (the "Merger"), and that the terms and conditions of the Merger, the mode of carrying the same into effect and such other matters as are required or permitted to be set forth in the case of a merger pursuant to the laws of the State of Florida are as follows:

ARTICLE I

Merger

At the Effective Time of the Merger (as hereinafter defined), Holding and Roofing shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the State of Florida, by Holding merging with and into Roofing, which shall be the surviving corporation (the "Surviving Corporation").

ARTICLE II

Effective Time

The Effective Time of the Merger is hereby designated as the close of business on August 31, 2000.

ARTICLE III

Conversion and Exchange of Shares

The manner of converting the shares of each of the Constituent Corporations shall be as follows:

- (a) At the Effective Time of the Merger, each share of Common Stock of Holding then issued and outstanding shall be retired and canceled and no shares of stock of the Surviving Corporation or other consideration shall be issued in exchange therefor.
- (b) At the Effective Time of the Merger, each share of Common Stock of Roofing then issued and outstanding shall remain one share of Common Stock of the Surviving Corporation.

ARTICLE IV

Articles of Incorporation; Bylaws; Directors and Officers

4.1 The Articles of Incorporation and Bylaws of Roofing, as in effect immediately prior to the Effective Time of the Merger, shall remain the Articles of Incorporation and Bylaws of the Surviving Corporation until amended in accordance with law.

4.2 The duly qualified and acting directors and officers of Roofing immediately prior to the Effective Time of the Merger shall remain the directors and officers of the Surviving Corporation, to hold offices as provided in the Bylaws of the Surviving Corporation.

ARTICLE V

Effect of Merger

The effect of the Merger shall be as provided in Section 607.1106 of the Florida Business Corporation Act.

ARTICLE VI

Shareholder Approval

6.1 This Plan of Merger shall be submitted for the approval of the shareholders of each of the Constituent Corporations as provided by the applicable laws of the State of Florida.

6.2 If this Plan of Merger is duly adopted by the required votes of such shareholders and the Merger is not abandoned, Articles of Merger setting forth this Plan of Merger shall be executed and acknowledged in compliance with the provisions of applicable law and shall be filed with the Office of the Florida Department of State at such time as may be deemed appropriate by the officers of Roofing.

ARTICLE VII

Termination and Abandonment

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

ARTICLE VIII

Miscellaneous

8.1 The Surviving Corporation shall pay all expenses of carrying this Plan of Merger into effect and accomplishing the Merger.

8.2 If at any time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest or to perfect or to confirm of record in the Surviving Corporation the title to any property or rights of Holding, or otherwise to carry out the provisions hereof, the proper officers and directors of Holding as of the Effective Time of the Merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions of this Plan of Merger.

8.3 The Constituent Corporations intend this Plan of Merger to be a Plan of Reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.

* * * * *