

503739

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

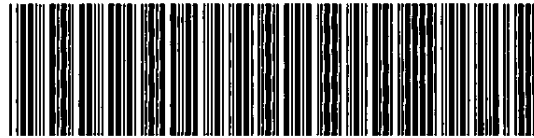
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400163114214

11/25/09--01023--003 \*\*70.00

11-30-09

Merger

SECRETARY OF STATE  
HALL OF ASSOCIATES  
FLORIDA

09 NOV 25 AM 11:25

FILED

B. CORNEL DEC 04 2009

# HINES NORMAN HINES, P.L.

## ATTORNEYS AT LAW

JAMES P. HINES  
RANDY MILLER  
CHRISTOPHER H. NORMAN  
JAMES P. HINES, JR.  
ROBERT D. HINES  
KELLY N. CATOE  
J. RICHARD CASKEY

315 S. Hyde Park Avenue  
Tampa, Florida 33606  
(813) 251-8659  
Fax (813) 254-6153  
www.hnh-law.com

OFFICES IN:  
  
HYDE PARK  
SUN CITY CENTER  
NORTH TAMPA

November 24, 2009

**FEDERAL EXPRESS**  
**US AIRBILL NO 8693 4598 1810**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Merger Between SUNCOAST METAL FABRICATORS, INC. and  
TRANSPORTATION CONTROL SYSTEMS, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of each of the following documents:

1. Articles of Merger dated November 24, 2009 regarding SUNCOAST METAL FABRICATORS, INC. and TRANSPORTATION CONTROL SYSTEMS, INC.
2. Agreement and Plan of Merger dated November 24, 2009 between SUNCOAST METAL FABRICATORS, INC. and TRANSPORTATION CONTROL SYSTEMS, INC.

We have enclosed a check in the amount of \$70.00 to cover the filing fees for the aforesaid merger. Please file the original Articles of Merger and the Agreement and Plan of Merger in your records and return to us for our records the enclosed copies with the appropriate filing stamp. We have enclosed a self-addressed stamped envelope for your convenience.

We appreciate your assistance in this matter. If you have any questions or comments, please contact us.

Very truly yours,



Christopher H. Norman  
For the Firm

CHN:tw

Enclosures

cc: John & Patricia Gillis (w/o encls.)

Andres Prida, C.P.A. (w/o encls.)

ARTICLES OF MERGER

FILED

09 NOV 25 AM 11:25

Pursuant to the provisions of Chapter 607 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging them into one corporation.

1. The names of the corporations which are parties to the merger are: SUNCOAST METAL FABRICATORS, INC., a Florida corporation, the absorbed corporation, and TRANSPORTATION CONTROL SYSTEMS INC., a Florida corporation, the surviving corporation.

2. The Merger shall become legally effective as of 11:59 P.M., November 30, 2009.

3. The Agreement and Plan of Merger effective November 30, 2009, pursuant to which SUNCOAST METAL FABRICATORS, INC. shall be merged with and into TRANSPORTATION CONTROL SYSTEMS INC. was unanimously adopted by the directors and shareholders of SUNCOAST METAL FABRICATORS, INC. by resolutions adopted on 11-24, 2009, and by the directors and shareholders of TRANSPORTATION CONTROL SYSTEMS INC. by resolutions adopted on 11-24, 2009. The Agreement and Plan of Merger is attached hereto.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of SUNCOAST METAL FABRICATORS, INC. and TRANSPORTATION CONTROL SYSTEMS INC. by their respective authorized officers, on the dates set forth below.

*executed*  
11-30-09

SUNCOAST METAL FABRICATORS, INC.

By: *John T. Gillis*  
John T. Gillis, as its President

Date: *November 24, 2009*

TRANSPORTATION CONTROL SYSTEMS INC.

By: *John T. Gillis*  
John T. Gillis, as its President

Date: *November 24, 2009*

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (hereinafter referred to as this "Agreement") is entered into to be effective as of November 30, 2009 (the "Effective Date"), by and between TRANSPORTATION CONTROL SYSTEMS INC., (sometimes hereinafter referred to as "surviving corporation"), a Florida corporation, and SUNCOAST METAL FABRICATORS, INC. (sometimes hereinafter referred to as "absorbed corporation"), a Florida corporation.

### **STIPULATIONS**

A. TRANSPORTATION CONTROL SYSTEMS INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 1030 S. 86<sup>th</sup> Street, Tampa, FL 33619.

B. TRANSPORTATION CONTROL SYSTEMS INC. has a capitalization of ten thousand (10,000) authorized shares of no par value Class A voting common stock of which five thousand (5,000) shares are issued and outstanding. All of the issued and outstanding shares of Class A voting common stock are owned by the following persons: John T. Gillis Revocable Trust – 2,500 shares; and Patricia A. Gillis Revocable Trust – 2,500 shares. TRANSPORTATION CONTROL SYSTEMS INC. also has a capitalization of one hundred thousand (100,000) authorized shares of no par value Class B non-voting common stock of which fifty thousand (50,000) shares are issued and outstanding. All of the issued and outstanding shares of Class B non-voting common stock are owned by the following persons: John T. Gillis Revocable Trust – 21,908.30 shares; Patricia A. Gillis Revocable Trust – 21,908.30 shares; John Scott Gillis – 3,091.70 shares; and Steven Tyler Gillis – 3,091.70 shares.

C. SUNCOAST METAL FABRICATORS, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 1020 S. 86<sup>th</sup> Street, Tampa, FL 33619.

D. SUNCOAST METAL FABRICATORS, INC. has a capitalization of seven thousand (7,000) authorized shares of one dollar (\$1) par value common stock of which seventy-five and five tenths (75.5) shares are issued and outstanding. All of the issued and outstanding shares are owned by the following persons: John T. Gillis Revocable Trust – 37.75 shares; and Patricia A. Gillis Revocable Trust – 37.75 shares.

The respective shareholders and respective Boards of Directors of the absorbed corporation and the surviving corporation deem it desirable and in the best interests of both corporations, and their respective shareholders, that SUNCOAST METAL FABRICATORS, INC. be merged into TRANSPORTATION CONTROL SYSTEMS INC., pursuant to the provisions of Chapter 607 of the Florida Statutes, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the absorbed corporation and the surviving corporation hereby agree as follows:

1. **MERGER**

SUNCOAST METAL FABRICATORS, INC., which shall be the absorbed corporation, shall merge with and into TRANSPORTATION CONTROL SYSTEMS INC., which shall be the surviving corporation.

2. **TERMS AND CONDITIONS**

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation and neither the rights of creditors

nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **CONVERSION OF SHARES**

The manner and basis of converting the shares of common stock of the absorbed corporation into shares of common stock of the surviving corporation shall be as follows:

- a. Each share of common stock of the absorbed corporation issued and outstanding on the effective date of the merger shall be converted into 35.12 shares of the class A common stock of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.
- b. Within ten (10) business days after the effective date of the merger, each holder of certificates of shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such certificates, the surviving corporation shall issue, and exchange therefor, certificates of shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled, as provided for above, and the surviving corporation shall cancel of record the certificates of shares of common stock in the absorbed corporation surrendered to the surviving corporation or its duly appointed agent.
- c. The holder of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of common stock in the surviving corporation until certificates have been issued to such shareholder. Thereafter, said shareholders shall be entitled to receive any dividends on shares of common stock of the surviving corporation issuable to such shareholders hereunder, which may have been declared and paid between the effective date of the merger and the issuance to said shareholders of the certificate for

such shareholder's shares of common stock in the surviving corporation.

4. **CHANGES IN ARTICLES OF INCORPORATION**

The Articles of Incorporation of the surviving corporation, TRANSPORTATION CONTROL SYSTEMS INC., shall continue to be its Articles of Incorporation following the effective date of the merger.

5. **CHANGES IN BYLAWS**

The Bylaws of the surviving corporation, TRANSPORTATION CONTROL SYSTEMS INC., shall continue to be its Bylaws following the effective date of the merger.

6. **DIRECTORS AND OFFICERS**

The directors and officers of the surviving corporation, TRANSPORTATION CONTROL SYSTEMS INC., as of the effective date of the merger, shall continue to be the directors and officers of the surviving corporation for the full, unexpired term of their respective offices and until their successors have been duly elected or duly appointed and qualified.

7. **PROHIBITED TRANSACTIONS**

Neither the absorbed corporation nor the surviving corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

8. **APPROVAL BY SHAREHOLDERS**

This Agreement shall reflect the approval of the respective shareholders of the absorbed corporation and the surviving corporation, upon the execution of this Agreement by such shareholders.

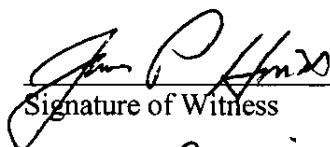
9.

**EFFECTIVE DATE OF THE MERGER**

The effective date of the merger shall be November 30, 2009, at 11:59 p.m.

IN WITNESS WHEREOF, this Agreement has been executed on behalf of the parties, by their respective Presidents, and their respective Secretaries, pursuant to the authorization of their respective Boards of Directors and of their respective shareholders, on the date or dates set forth below, to be effective for all purposes as of the Effective Date.

TRANSPORTATION CONTROL SYSTEMS INC.

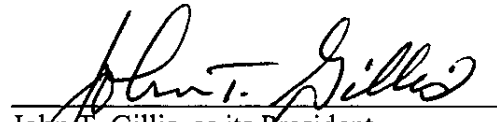
  
\_\_\_\_\_  
Signature of Witness

James P. Hinas  
\_\_\_\_\_  
Printed Name of Witness

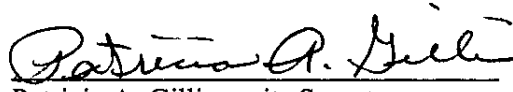
  
\_\_\_\_\_  
Signature of Witness

Christopher H. Norman  
\_\_\_\_\_  
Printed Name of Witness

By:

  
\_\_\_\_\_  
John T. Gillis, as its President  
Date: November 24 2009

By:

  
\_\_\_\_\_  
Patricia A. Gillis, as its Secretary  
Date: November 24 2009

SUNCOAST METAL FABRICATORS, INC.

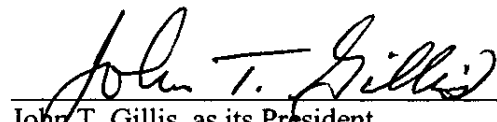
  
\_\_\_\_\_  
Signature of Witness

James P. Hinas  
\_\_\_\_\_  
Printed Name of Witness

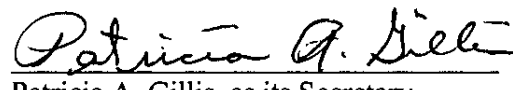
  
\_\_\_\_\_  
Signature of Witness

Christopher H. Norman  
\_\_\_\_\_  
Printed Name of Witness

By:

  
\_\_\_\_\_  
John T. Gillis, as its President  
Date: November 24 2009

By:

  
\_\_\_\_\_  
Patricia A. Gillis, as its Secretary  
Date: November 24 2009