

559983

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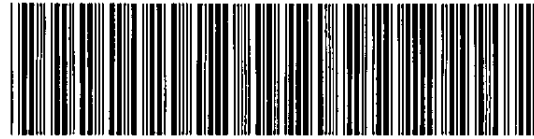
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J. LEMIEUX

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

North-South Supply, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
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- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
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12/30/13

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**ARTICLES OF MERGER OF
NORTH-SOUTH SUPPLY, INC.**

Pursuant to Section 607.1101 of the Florida Statutes, the parties who are signatories to this Agreement wish to adopt a plan of merger. In support of such plan, the parties state the following:

**ARTICLE I
Merging Corporations**

The name, street address of its principal office, jurisdiction, entity type, document number and employer identification number (EIN) of the merging corporations are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>	<u>EIN</u>
North-South Supply of Longwood & Kissimmee, Inc. 686 3RD PLACE VERO BEACH, FL 32962	Florida	Corporation	P06000079438	161763426
North-South Supply of Stuart & Melbourne, Inc. 686 3RD PLACE VERO BEACH, FL 32962	Florida	Corporation	P04000124709	270103597

**ARTICLE II
Surviving Corporation**

The name, street address of its principal office, jurisdiction, entity type, document number and EIN of the surviving Corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>	<u>EIN</u>
North-South Supply, Inc. 686 3RD PLACE VERO BEACH, FL 32962	Florida	Corporation	559983	591819634

**ARTICLE III
Approval**

The attached Plan of Merger meets the requirements of Section 607.1101 of the Florida Statutes and was approved by the Shareholders and Directors of the merging corporations in accordance with Florida Statutes Chapter 607.

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The attached Plan of Merger was approved by the Shareholders and Directors of the surviving corporation in accordance with the Florida Statutes Chapter 607.

ARTICLE IV
Consent

The surviving corporation has obtained the written consent of each Shareholder that as a result of the merger is now a Shareholder of the surviving entity pursuant to Section 607.1103 of the Florida Statutes.

ARTICLE V
Authorization

The merger is permitted under the respective laws of the applicable jurisdiction and is not prohibited by the bylaws or articles of incorporation of any corporation that is a party to the merger.

ARTICLE VI
Effective Date

The merger shall become effective upon December 30, 2013 (the date of filing).

ARTICLE VII
Compliance with Laws

The Articles of Merger comply with and were executed in accordance with the laws of the applicable jurisdiction.

[Signature Page to Follow]

[Signature Page]

IN WITNESS WHEREOF, the parties hereunto set their hands to the Articles of Merger, the
30th day of December, 2013.

**NORTH SOUTH SUPPLY OF LONGWOOD &
KISSIMMEE, INC., a Florida corporation, Merging
corporation**

By: Mary F. Hiers
Mary F. Hiers
Title: President

**NORTH SOUTH SUPPLY OF STUART &
MELBOURNE, INC., a Florida corporation, Merging
corporation**

By: Mary F. Hiers
Print Name: MARY F. HIERS
Title: Pres

**NORTH-SOUTH SUPPLY, INC.,
a Florida corporation, Surviving corporation**

By: Mary F. Hiers
Print Name: MARY F. HIERS
Title: Pres

PLAN OF MERGER

This Plan of Merger (the "Plan") is between **NORTH SOUTH SUPPLY OF LONGWOOD & KISSIMMEE, INC.**, a Florida corporation whose principal office is located at 686 3rd Place, Vero Beach, Florida 32962, **NORTH SOUTH SUPPLY OF STUART & MELBOURNE, INC.**, a Florida corporation whose principal office is located at 686 3rd Place, Vero Beach, Florida 32962 (collectively, the "Merging Corporations") and **NORTH-SOUTH SUPPLY, INC.**, a Florida corporation (the "Surviving Corporation"), whose principal office is located at 686 3rd Place, Vero Beach, Florida 32962. This merger is being effected under this Plan of Merger in accordance with Chapter 607 of the Florida Statutes.

1. The terms and conditions of the merger are as follows:

Each Shareholder of the Merging Corporations is also a Shareholder of the Surviving Corporation. All property owned by the Merging Corporations shall be transferred to the Surviving Corporation. The rights and liabilities of the Shareholders of the Merging Corporations are the same rights and liabilities of the Shareholders of the Surviving Corporation.

2. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each Shareholder of the Merging Corporations shall be a Shareholder of the Surviving Corporation. Each share of stock of the Merging Corporations shall be transferred and exchanged for an equal share of stock in the Surviving Corporation. All property of the Merging Corporations shall be transferred to the Surviving Corporation. Each Shareholder of the Surviving Corporation shall have the same rights, obligations and ownership shares as that Shareholder had in the Merging Corporations.

Specifically, the Merging Corporations and Surviving Corporation had the following ownership before the merger:

North South Supply of Longwood & Kissimmee, Inc. (Merging Corporation)

Bobby Joe Hiers – 5%
Mary F. Hiers – 5%
Shelly R. Hiers – 22.5%
Kelly Hiers – 22.5%
Pamela Butz – 22.5%
Stacy Hockenhull – 22.5%

North South Supply of Stuart & Melbourne, Inc. (Merging Corporation)

Bobby Joe Hiers – 5%

Mary F. Hiers – 5%
Shelly R. Hiers – 22.5%
Kelly Hiers – 22.5%
Pamela Butz – 22.5%
Stacy Hockenhill – 22.5%

North-South Supply, Inc. (Surviving Corporation)

Bobby Joe Hiers and Mary F. Hiers – 10% as tenants by the entireties
Shelly R. Hiers – 22.5%
Kelly Hiers – 22.5%
Pamela Butz – 22.5%
Stacy Hockenhill – 22.5%

After the merger, the ownership of the shares of stock of the Surviving Corporation shall be as follows:

Bobby Joe Hiers and Mary F. Hiers – 10% as tenants by the entireties
Shelly R. Hiers – 22.5%
Kelly Hiers – 22.5%
Pamela Butz – 22.5%
Stacy Hockenhill – 22.5%

3. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each Merging Corporation into rights to acquire interests, shares, obligations or other securities of the Surviving Corporation, in whole or in part, into cash or other property are as follows:

Neither the Merging Corporations nor the Surviving Corporation has any rights to acquire shares or obligations other than existing shares of stock. Thus, there will be no rights to acquire in any of the corporations and this paragraph is inapplicable.

4. The names and addresses of the Directors of the Surviving Corporation are as follows:

<u>Name</u>	<u>Address</u>
Bobby Joe Hiers	1095 Morningside Drive, Vero Beach, FL 32963
Mary F. Hiers	1095 Morningside Drive, Vero Beach, FL 32963
Shelly R. Hiers	2230 80th Court, Vero Beach, FL 32966
Kelly Hiers	2235 80th Court, Vero Beach, FL 32966
Pamela Butz	223 Spinnaker Drive, Vero Beach, FL 32963
Thomas Butz	223 Spinnaker Drive, Vero Beach, FL 32963
Stacy Hockenhill	2115 Waltons Court, Vero Beach, FL 32963
Neil Hockenhill	2115 Waltons Court, Vero Beach, FL 32963

5. All statements that are required by the laws of the jurisdiction(s) under which each non-
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Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

There are no non-Florida business entities that are parties to this merger. Accordingly, no additional statements are required under the laws of the jurisdiction of Florida and, further, no additional statements are required in order to complete this merger.