

2018/08/03 11:19:27 3 /10

8/3/2018

H18000226119 3

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H18000226119 3)))



H180002261193ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : AKERMAN LLP - ORLANDO
Account Number : 076656002425
Phone : (407)423-4000
Fax Number : (407)843-6610

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

MERGER OR SHARE EXCHANGE

Spraggins, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$213.75

RECEIVED

18 AUG -3 AM 11:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2018 AUG -3 PM 2:07

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

H18000226119 3

<https://efile.sunbiz.org/scripts/efilcovr.exe>

AUG 06 2018

T. J. LAMBERT

Meik
1/1

H18000226119 3

FILED
2018 AUG -3 P 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

Spraggins Fabrication & Supply, Inc., a Florida corporation
Spraggins Multi-Family Solutions, LLC, a Florida limited liability company
Spraggins Services, LLC, a Florida limited liability company
Spraggins Builder Services, LLC, a Florida limited liability company
TradePro Installation, Inc., a Florida corporation
Turnz, LLC, a Florida limited liability company

WITH AND INTO

Spraggins, Inc., a Florida corporation

August 3, 2018

The following articles of merger (the "Articles of Merger") of

Spraggins Fabrication & Supply, Inc., a Florida corporation
Spraggins Multi-Family Solutions, LLC, a Florida limited liability company
Spraggins Services, LLC, a Florida limited liability company
Spraggins Builder Services, LLC, a Florida limited liability company
TradePro Installation, Inc., a Florida corporation
Turnz, LLC, a Florida limited liability company

and

Spraggins, Inc., a Florida corporation

have been duly adopted and submitted in accordance with, in the case of the limited liability companies, Florida Statute Section 605.1025, and, in the case of the corporations, Florida Statute Section 607.1105.

**FIRST:
THE MERGING COMPANIES**

The exact name, form/entity type, and jurisdiction for the merging party (the "Merging Companies") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Spraggins Fabrication & Supply, Inc.	Florida	Corporation
Spraggins Multi-Family Solutions, LLC	Florida	Limited Liability Company
Spraggins Services, LLC	Florida	Limited Liability Company
Spraggins Builder Services, LLC	Florida	Limited Liability Company
TradePro Installation, Inc.	Florida	Corporation
Turnz, LLC	Florida	Limited Liability Company

H18000226119 3

**SECOND:
THE SURVIVING COMPANY**

The exact name, form/entity type, and jurisdiction of the surviving party (the "Surviving Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Spraggins, Inc.	Florida	Corporation

**THIRD:
THE PLAN OF MERGER**

The Plan of Merger by and between the Merging Companies and the Surviving Company attached hereto as Exhibit A meets the requirements of the Acts (as defined therein), including, in the case of a limited liability company, Florida Statute Section 605.1022, and, in the case of a corporation, Florida Statute Section 607.1103. The Plan of Merger was approved in accordance with the Acts including, in the case of each domestic merging entity that is a limited liability company, by Florida Statute Sections 605.1021-605.1026, and by each member of such limited liability company who as a result of the merger will have interest holder liability under Florida Statute Section 605.1023(1)(b) and, in the case of each domestic merging entity that is a corporation, by Florida Statute Section 607.1109.

**FOURTH:
NO AMENDMENTS TO SURVIVING COMPANY PUBLIC ORGANIC RECORD**

The Surviving Company existed before the merger and is a domestic filing entity and there is no amendment to its public organic record.

**FIFTH:
APPRAISAL RIGHTS**

The Surviving Company agrees to pay any members with appraisal rights the amount to which members are entitled under the Acts including Florida Statute Sections 605.1006 and 605.1061-605.1072 and Florida Statute 607.1103.

**SIXTH:
EFFECTIVE DATE**

The merger of the Merging Companies and the Surviving Company is to become effective on August 3, 2018 at the close of business (the "Effective Time"). At the Effective Time of the merger, the Merging Companies shall be merged with and into the Surviving Company, with the Surviving Company surviving.

[Signature page follows]

H18000226119 3

IN WITNESS WHEREOF, duly authorized persons of each party hereto have executed and delivered these Articles of Merger as of date first written above.

SURVIVING COMPANY:

Spraggins, Inc., a Florida corporation

By: 
Michael L. Spraggins, President

MERGING COMPANIES:

Spraggins, Fabrication & Supply, Inc., a Florida corporation

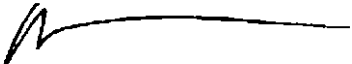
Spraggins Multi-Family Solutions, LLC, a Florida limited liability company

Spraggins Services, Inc., a Florida corporation

Spraggins Builder Services, LLC, a Florida limited liability company

TradePro Installation, Inc., a Florida corporation

Turnz, LLC, a Florida limited liability company

By: 
Michael L. Spraggins, President/Managing Member

2018/08/03 11:19:27 7 /10

H18000226119.3

Exhibit A

Plan of Merger

[See attached]

44474594;3

H18000226119.3

H18000226119 3

PLAN OF MERGER**OF**

Spraggins Fabrication & Supply, Inc., a Florida corporation
 Spraggins Multi-Family Solutions, LLC, a Florida limited liability company
 Spraggins Services, LLC, a Florida limited liability company
 Spraggins Builder Services, LLC, a Florida limited liability company
 TradePro Installation, Inc., a Florida corporation
 Turnz, LLC, a Florida limited liability company

WITH AND INTO

Spraggins, Inc., a Florida corporation

August 3, 2018

The following plan of merger (the "Plan of Merger") has been adopted and approved on August 3, 2018 by the parties hereto in compliance with the Florida Business Corporation Act and the Florida Revised Limited Liability Company Act (the "Acts").

FIRST: The exact name and jurisdiction of the surviving company (the "Surviving Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Spraggins, Inc.	Florida	Corporation

SECOND: The exact name and jurisdictions of the merging companies (the "Merging Companies") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Spraggins Fabrication & Supply, Inc.	Florida	Corporation
Spraggins Multi-Family Solutions, LLC	Florida	Limited Liability Company
Spraggins Services, LLC	Florida	Limited Liability Company
Spraggins Builder Services, LLC	Florida	Limited Liability Company
TradePro Installation, Inc.	Florida	Corporation
Turnz, LLC	Florida	Limited Liability Company

THIRD: THE MERGER

1. Merger. The merger of the Merging Companies with and into the Surviving Company (the "Merger") shall become effective on August 3, 2018 (the "Effective Time"). At the Effective Time, the Merging Companies shall be merged with and into the Surviving Company, the separate limited liability company or corporate existence of the Merging Companies shall cease, and the Surviving Company shall continue as the surviving Company under the laws of the State of Florida. From and after the Effective Time, the Merger shall have the effects set forth in the Acts, including Florida Statute Sections 605.1026 and 607.1106. Without limiting the generality of the foregoing, at the Effective

44474594;3

H18000226119 3

H18000226119 3

Time, the title to all real estate and other property, or any interest therein, owned by the Surviving Company and the Merging Companies shall vest in the Surviving Company without reversion or impairment, and the Surviving Company shall thenceforth be responsible for all the liabilities and obligations of the Surviving Company and the Merging Companies.

2. Articles of Organization. At the Effective Time and without any further action on the part of the Surviving Company or the Merging Companies, the articles of incorporation of the Surviving Company, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the Surviving Company as of the Effective Time.

3. Management. At the Effective Time, the Surviving Company shall be managed in accordance with the terms of its Articles of Incorporation and Bylaws as in effect as of the Effective Time.

4. Managers and Officers. At the Effective Time, the managers and officers of the Surviving Company immediately prior to the Effective Time shall cease to be managers and officers of the Merged Companies and the officers of the Surviving Company will remain as officers of the Surviving Company, and each of such officers shall hold office subject to the applicable provisions of the articles of incorporation and bylaws of the Surviving Company.

5. Ownership and Membership Interests. Immediately prior to the Effective Time, Surviving Company is the parent entity and sole owner of all of the issued and outstanding stock in the case of a corporation and all issued and outstanding member interests in the case of a limited liability company:

Spraggins Multi-Family Solutions, LLC, a Florida limited liability company,
Spraggins Services, LLC, a Florida limited liability company,
Spraggins Builder Services, I.L.C., a Florida limited liability company, and
TradePro Installation, Inc., a Florida corporation;
Turnz, I.L.C., a Florida limited liability company

and the sole shareholder of the Surviving Company is, *inter alia*, the sole shareholder of:

Spraggins Fabrication & Supply, Inc., a Florida corporation

At the Effective Time, by virtue of the Merger and without any further action on the part of the Surviving Company or the Merging Companies,

(i) all ownership interests of the Surviving Company issued and outstanding immediately prior to the Effective Time shall remain outstanding without any change thereto; and

(ii) all ownership interests and/or membership interests of the Merging Companies issued and outstanding immediately prior to the Effective Time shall automatically cease to be outstanding and shall automatically be canceled without payment of any separate consideration with respect thereto.

FOURTH: GOVERNING LAW

The Plan of Merger shall be construed in accordance with Florida law.

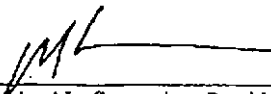
[Signature page follows]

H18000226119 3

IN WITNESS WHEREOF, duly authorized persons of each party hereto have executed and delivered this Plan of Merger as of date first written above.

SURVIVING COMPANY:

Spraggins, Inc., a Florida corporation

By: 
Michael L. Spraggins, President

MERGING COMPANIES:

Spraggins, Fabrication & Supply, Inc., a Florida corporation

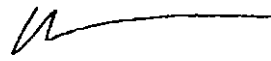
Spraggins Multi-Family Solutions, LLC, a Florida limited liability company

Spraggins Services, Inc., a Florida corporation

Spraggins Builder Services, LLC, a Florida limited liability company

TradePro Installation, Inc., a Florida corporation

Turnz, LLC, a Florida limited liability company

By: 
Michael L. Spraggins, President/Managing Member

44474594;3

H18000226119 3