

573614

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

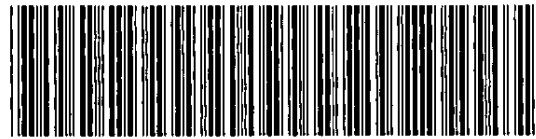
(Business Entity Name)

(Document Number)

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

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10 JUN -2 PM 1:16

*Merger*  
C.COULLETTE

JUN 02 2010

EXAMINER

Sonstate Research  
Requester's Name

Address

City/State/Zip

656-5454

Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Niabco Equipment & Industrial  
(Corporation Name) (Document #)

2. Sales, Inc  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. Niabco-Florida, Inc  
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF MERGER**  
(Profit Corporations)

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)
<u>Niabco Equipment and Industrial Sales, Inc.</u>	<u>New York</u>	<u>N/A</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Niabco-Florida, Inc.</u>	<u>Florida</u>	<u>573614</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 DIVISION OF CORPORATIONS  
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**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.)

**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 May 10, 2010.

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 May 10, 2010.

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)*



**PLAN AND AGREEMENT OF MERGER**

Of

**NIABCO-FLORIDA, INC.**

A Florida corporation,

Into

**NIABCO EQUIPMENT AND INDUSTRIAL SALES, INC.,**

A New York corporation

(Pursuant to Section 901 of the New York Business Corporation Law  
and Section 607.1101, of the Florida Statutes)

This **PLAN AND AGREEMENT OF MERGER** is made this 10<sup>th</sup> day of May, 2010 between NIABCO-FLORIDA, INC., a corporation incorporated under the laws of the State of Florida (herein called "Niabco-Florida"), and NIABCO EQUIPMENT AND INDUSTRIAL SALES, INC., a corporation incorporated under the laws of the State of New York (herein called "Niabco").

**WITNESSETH**

**WHEREAS**, Niabco-Florida is subject to the provisions of the Florida Business Corporations Act, and Niabco is subject to the provisions of the Business Corporation Law of the State of New York; and

**WHEREAS**, the authorized capital stock of Niabco-Florida consists of two hundred (200) shares, each without par value, all of which are common shares of one class and are entitled to vote, of which eighty (80) shares have been duly issued and are now outstanding; and

**WHEREAS**, the authorized capital stock of Niabco consists of two hundred fifty (250) shares, each without par value, all of which are common shares of one class and are entitled to vote, of which two hundred (200) shares have been duly issued and are now outstanding; and

**WHEREAS**, all of the issued and outstanding shares of each of Niabco-Florida are owned by Warner G. Martin, 50 shares and Kevin P. Martin, 30 shares and all of the issued and outstanding shares of Niabco are held by Warner G. Martin; and

**WHEREAS**, the Boards of Directors of Niabco-Florida and Niabco, respectively, deem it advisable and for the best welfare and advantage of such corporations and their shareholder that such corporations merge, under and pursuant to the provisions of Florida Statutes and the Business Corporation Law of the State of New York, respectively, and have adopted this Plan and Agreement of Merger.

**NOW, THEREFORE** in consideration of the premises and of the mutual agreements herein contained, the parties hereby agree as follows:

1. **Merger**. Niabco-Florida shall be merged with and into Niabco as of the "Effective Date" (as hereinafter defined).

2. **Effective Date**. The effective date ("Effective Date") of the merger in the State of New York shall be the date when the Certificate of Merger is filed with the New York Department of State.

3. **Surviving Corporation**. Niabco shall survive the merger herein contemplated and shall continue to exist under its present name pursuant to the provisions of the Business Corporation Law of the State of New York. The separate existence of Niabco-Florida shall cease upon the Effective Date in accordance with the provisions of the General Corporation Law of the State of Florida.

4. **Certificate of Incorporation**. The present certificate of incorporation of Niabco shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the State of New York.

5. **By-Laws**. The present by-laws of Niabco shall continue in full force and effect until amended and changed as therein provided and in the manner prescribed by the provisions of the laws of the State of New York.

6. **Directors and Officers**. The directors and officers of Niabco on the Effective Date shall continue to hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of Niabco in effect at that time.

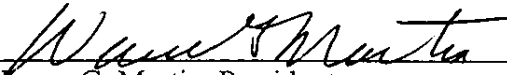
7. **Stock**. Each share of Niabco-Florida issued and outstanding on the Effective Date shall automatically be cancelled and exchanged for 0.3125 shares of common stock of Niabco so that upon the conclusion of the merger, there will be two hundred and twenty-five (225) shares of Niabco issued and outstanding on the Effective Date.

8. **Shareholder Approval**. The merger of Niabco-Florida with and into Niabco shall be submitted to the shareholder of Niabco-Florida and the shareholder of Niabco for its adoption or rejection in the manner prescribed by the Florida Statutes and the Business Corporation Law of the State of New York, respectively.

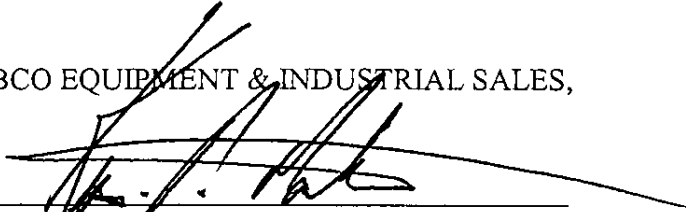
9. **Further Documents and Acts.** Niabco-Florida and Niabco agree that they will cause to be executed and filed/or recorded any document or documents prescribed by the laws of the State of New York, and that they will cause to be performed all necessary acts within the State of New York and elsewhere, to effectuate the merger, subject, however, to any provision or provisions contained herein for abandoning the merger before or after the adoption of this Plan and Agreement of Merger by the shareholder of Niabco-Florida and Niabco.

10. **Abandonment.** Notwithstanding the adoption of this Plan and Agreement of Merger by the shareholder of Niabco-Florida and Niabco, this Plan and Agreement of Merger may be abandoned at any time prior to the filing of any requisite merger documents in the Office of the Secretary of State of the State of New York in the event that the Board of Directors of Niabco-Florida or the Board of Directors of Niabco are authorized to do so by the same vote of the shareholder of Niabco-Florida or the shareholder of Niabco as is required to adopt this Plan and Agreement of Merger.

NIABCO-FLORIDA, INC.

By   
Warner G. Martin, President

NIABCO EQUIPMENT & INDUSTRIAL SALES,  
INC.

By   
Kevin P. Martin, President