

590802

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(Business Entity Name)

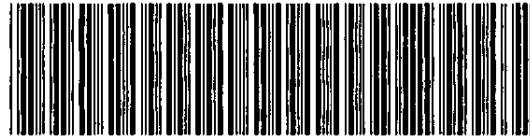
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*Mary
Effie Davis
2-28-13*

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13 FEB 22 PM 1:48
TALLAHASSEE, FLORIDA

FEB 26 2013

T. ROBERTS



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February 21, 2012

Via Federal Express

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

Re: PRECAST FIELD SERVICES CO., DOCUMENT NUMBER P07000115465

To Whom It May Concern:

Enclosed please find the following:

1. A firm check in the amount of \$78.75 representing your fee for filing Articles of Merger of PRECAST FIELD SERVICES CO. (Document Number P07000115465) into GATE PRECAST ERECTION CO (Document Number 590802), *effective date of this merger shall be 11:59 p.m. on February 28, 2013;*
2. a Certified Copy of the Articles of Merger in connection with the same; and
3. A self-addressed, prepaid Federal Express envelope for return of the documents.

Please contact me at (904) 346-5783 if you should have any questions. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Jenna L. Neal".

Jenna L. Neal

Enclosures

**ARTICLES OF MERGER
OF
PRECAST FIELD SERVICES CO.
INTO
GATE PRECAST ERECTION CO.**

*Effective date
2-28-13*

Pursuant to the provisions of Sections 607.1101 and 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **Precast Field Services Co.**, a Florida corporation, into **Gate Precast Erection Co.**, a Florida corporation.

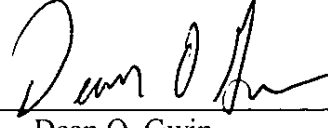
1. Attached hereto as Exhibit "A" and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger to effect the merger of Precast Field Services Co. into Gate Precast Erection Co.. Gate Precast Erection Co. shall be the surviving corporation.

2. The effective date of this merger shall be 11:59 p.m. on February 28, 2013 or, if later, the date upon which these Articles of Merger are filed with the Florida Secretary of State.

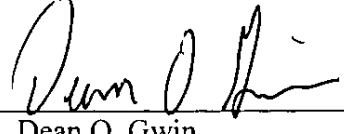
3. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by Section 607.1101, Florida Statutes, by the Boards of Directors of Gate Precast Erection Co. and Precast Field Services Co., respectively, by resolutions dated February 18, 2013 and by Gate Petroleum Company, a Florida corporation, the sole shareholder of Gate Precast Erection Co. and Precast Field Services Co., respectively, by resolutions dated February 18, 2013.

IN WITNESS WHEREOF, Precast Field Services Co. and Gate Precast Erection Co. have caused these Articles of Merger to be signed in their corporate names as of the 18th day of February, 2013.

PRECAST FIELD SERVICES CO.

By: 
Dean O. Gwin
Its: President

GATE PRECAST ERECTION CO.

By: 
Dean O. Gwin
Its: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

This Plan of Merger is a Plan of Reorganization dated as of the 18th day of February, 2013, pursuant to Section 607.1101, Florida Statutes, for the merger of **PRECAST FIELD SERVICES CO.**, a Florida corporation, into **GATE PRECAST ERECTION CO.**, a Florida corporation. Gate Precast Erection Co. is to be the surviving corporation.

BACKGROUND

a) Gate Precast Erection Co. is a Florida corporation. All of the issued and outstanding shares of capital stock of Gate Precast Erection Co. are owned by Gate Petroleum Company, a Florida corporation.

b) Precast Field Services Co. is a Florida corporation. All of the issued and outstanding shares of capital stock of Precast Field Services Co. are owned by Gate Petroleum Company.

c) Economies of operation and savings in administrative expenses can be achieved by merging Gate Precast Erection Co. and Precast Field Services Co. into a single corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act, at the Effective Time (as defined below), Precast Field Services Co. shall be merged into Gate Precast Erection Co. (the "Merger") and the separate corporate existence of Precast Field Services Co. shall cease and Gate Precast Erection Co. (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of Florida (Gate Precast Erection Co. and Precast Field Services Co. are herein collectively referred to as the "Constituent Corporations").

1. The Merger shall become effective as of 11:59 p.m. on February 28, 2013 or, if later, the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of Gate Precast Erection Co. imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. The Articles of Incorporation of Gate Precast Erection Co. in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding share of capital stock of Precast Field Services Co. shall be cancelled without payment of any consideration and without any conversion.

6. The shareholders of Gate Precast Erection Co. and Precast Field Services Co. who dissent from the merger of Precast Field Services Co. into Gate Precast Erection Co. pursuant to Section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, regarding the rights of dissenting shareholders, to be paid the fair value of their shares. By the signing of the Certification set forth below, Gate Petroleum Company, as the sole shareholder of Gate Precast Erection Co. and Precast Field Services Co., respectively, hereby expressly waives all mailing and notification requirements with respect to such rights and waives any and all rights to dissent and be paid fair value for its shares.

7. This Plan of Merger may be abandoned without approval of the shareholders of Gate Precast Erection Co. or Precast Field Services Co. at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors of Gate Precast Erection Co. or Precast Field Services Co. followed by written notice to the president of the other corporation party to the Merger.

[Intentionally left blank]

CERTIFICATION

Gate Precast Erection Co. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of Gate Precast Erection Co. on the 18th day of February, 2013.

GATE PRECAST ERECTION CO.

By: _____

Dean O. Gwin
Its President

Precast Field Services Co. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of Precast Field Services Co. on the 18th day of February, 2013.

PRECAST FIELD SERVICES CO.

By: _____

Dean O. Gwin
Its President

Gate Petroleum Company hereby certifies that the foregoing Plan of Merger was adopted and approved by Gate Petroleum Company, the sole shareholder of Gate Precast Erection Co. and Precast Field Services Co. 18th day of February, 2013.

GATE PETROLEUM COMPANY

By: _____

John S. Peyton
Its President