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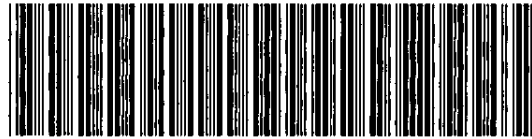
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Norton ■ Hammersley

Norton, Hammersley, Lopez & Skokos, P.A.

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E. John Lopez
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Trusts & Estates
Board-Certified Taxation

J. Derrick Maginness

Sam D. Norton
Board-Certified
Real Estate

Peter Z. Skokos

November 20, 2014

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



RE: Merger of Sutter Roofing Co. of Southwest Florida, a Florida corporation into Sutter Roofing Company of Florida, a Florida corporation

Dear Sir or Madam:

Enclosed for filing are the Articles of Merger for Florida Limited Liability Company along with a copy of the Plan of Merger.

Also **enclosed** is our firm's check in the amount of \$70.00 (\$35.00 x 2 for the Merger fee for both parties). Once filed, please return the original documents to the undersigned.

If you have any questions, please contact me. Thank you.

Very truly yours,

A handwritten signature in black ink that reads "E. John Lopez".

E. John Lopez
Email: johnlopez@nhslaw.com

Enclosures

cc: Mr. Steven F. Sutter
Mr. William E. North, Jr.

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ARTICLES OF MERGER OF
SUTTER ROOFING CO. OF SOUTHWEST FLORIDA
INTO
SUTTER ROOFING COMPANY OF FLORIDA

The following Articles of Merger are submitted to merge the following corporations in accordance with Section 607.1101, Florida Statutes.

1) The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SUTTER ROOFING CO. OF SOUTHWEST FLORIDA	FLORIDA	CORPORATION
SUTTER ROOFING COMPANY OF FLORIDA	FLORIDA	CORPORATION

2) The attached plan of merger was approved by each corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

3) The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SUTTER ROOFING COMPANY OF FLORIDA	FLORIDA	CORPORATION

4) The effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State, is December 30, 2014.

5) If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal

office address in its home state, country or jurisdiction is as follows:

N/A

6) The date of adoption of the Plan of Merger by the shareholders was July 14, 2014.

7) As to each of the undersigned corporations, the number of shares issued and outstanding, and the designation and number of issued and outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
SUTTER ROOFING CO. OF SOUTHWEST FLORIDA	198
SUTTER ROOFING COMPANY OF FLORIDA	Class A - 12,550 Class B - 112,950

8) As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
SUTTER ROOFING CO. OF SOUTHWEST FLORIDA	198	0
SUTTER ROOFING COMPANY OF FLORIDA	112,950	0

Dated: Nov. 14, 2014

SUTTER ROOFING COMPANY OF FLORIDA,
A Florida corporation

By: 
DOUGLAS C. SUTTER, President

SUTTER ROOFING CO. OF
SOUTHWEST FLORIDA,
A Florida corporation

By: 

DOUGLAS C. SUTTER, President

EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER dated November 11th, 2014, between SUTTER ROOFING COMPANY OF FLORIDA, a Florida corporation (hereinafter referred to as "Surviving Corporation"), and SUTTER ROOFING CO. OF SOUTHWEST FLORIDA, a Florida corporation (hereinafter referred to as "Absorbed Corporation").

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 8284 Vico Court, Sarasota, FL 34240; and

WHEREAS, The Surviving Corporation has a capitalization of ONE HUNDRED THOUSAND (100,000) Class A voting \$1.00 Par Value shares and NINE HUNDRED THOUSAND (900,000) Class B Non-Voting \$1.00 Par Value shares, of which 12,550 Class A shares are issued and outstanding and 112,950 Class B shares are issued and outstanding; and

WHEREAS, Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 8284 Vico Court, Sarasota, FL 34240; and

WHEREAS, Absorbed Corporation has a capitalization of SEVEN THOUSAND FIVE HUNDRED (7,500) authorized shares of \$1.00 Par Value

Common Stock of which ONE HUNDRED NINETY-EIGHT (198) shares are issued and outstanding; and

WHEREAS, The Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that Absorbed Corporation be merged into Surviving Corporation pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act, 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.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE - MERGER

Effective December 30, 2014, Absorbed Corporation shall merge with and into Surviving Corporation, which will be the Surviving Corporation. The name of the Surviving Corporation shall be SUTTER ROOFING COMPANY OF FLORIDA.

SECTION TWO - 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 of 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.

SECTION THREE - CONVERSION OF SHARES

The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

(a) Each share of the \$1.00 Par Value Common Stock of Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into a certain number of shares of non-voting Common Stock of Surviving Corporation equivalent in value to the value of the share of the Absorbed Corporation surrendered, which shares of Common Stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for 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. That certain number of shares of the Surviving Corporation as determined in subparagraph (a) above shall be issued for each one share of the Absorbed Corporation surrendered in exchange therefor.

**SECTION FOUR - CORPORATE STATUS UNDER
THE INTERNAL REVENUE CODE**

The Surviving Corporation will continue to be treated as an S corporation under the Internal Revenue Code of 1986, as amended. When the Absorbed Corporation, an S Corporation, shall cease on the effective date of the merger, the taxable year of the Absorbed Corporation will end. The Surviving Corporation shall succeed to all corporate tax liabilities of the Absorbed Corporation.

SECTION FIVE - CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

SECTION SIX - CHANGES IN BYLAWS

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION SEVEN - DIRECTORS AND OFFICERS

The Board of Directors of the Surviving Corporation shall consist of a minimum of one member. The Director of the Surviving Corporation on the effective date of the merger shall be the following person, who shall serve until the next annual meeting of the Surviving Corporation or until his successor has been duly elected or appointed and qualified:

STEPHEN F. SUTTER

The officers of the Surviving Corporation on the effective date of the merger shall be the following person, who shall serve

until the next annual meeting of the Board of Directors or until his successors have been duly elected or appointed and qualified:

President:	DOUGLAS C. SUTTER
Vice President:	BRADLEY W. SUTTER
Secretary:	BRADLEY W. SUTTER
Treasurer:	DOUGLAS C. SUTTER

SECTION EIGHT - PROHIBITED TRANSACTIONS

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may pay regular quarterly dividends on their outstanding Common Shares, and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION NINE - APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 30, 2014, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

SECTION TEN - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be December 30, 2014.

SECTION ELEVEN - ABANDONMENT OF MERGER

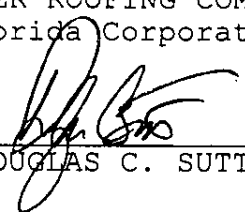
This Plan of Merger may be abandoned by actions of the Board of Directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date, if the merger is not approved by the stockholders of either the Surviving or the Absorbed Corporation on or before December 30, 2014.

SECTION TWELVE - EXECUTION OF AGREEMENT

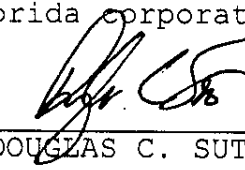
This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries, pursuant to the authorization of the respective Boards of Directors on the date first above written.

SUTTER ROOFING COMPANY OF FLORIDA,
a Florida Corporation

By: 
DOUGLAS C. SUTTER, President

SUTTER ROOFING CO.
OF SOUTHWEST FLORIDA,
a Florida corporation,

By: 
DOUGLAS C. SUTTER, President