

Aug '18 09 12:56p

FLORIDA RESEARCH AND FILING
DIVISION OF CORPORATIONS

850 9426446

p.1
Page 1 of 1

073588

Florida Department of State
Division of Corporations
Public Access System

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.

(((H09000183555 3)))



H090001835553ABC9

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) 617-6360

From:

Account Name : Florida Research & Filing Services, Inc.
Account Number : I20030000083
Phone : (850) 656-6446
Fax Number : (850) 942-6446

RECEIVED
2009 AUG 18 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

HALKLEY-ROBERTS CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	02 1
Estimated Charge	\$70.00

file/K Gibson

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 AUG 17 PM 4:15
* RE-SUBMITTING
W/CORRECTION
PLEASE
ORIGINAL
SUBMISSION
DATE 8-17-09

Merger
10/8/18/09

August 18, 2009

HALKEY-ROBERTS CORPORATION
2700 HALKEY-ROBERTS PLACE NORTH
ST. PETERSBURG, FL 33716-4103US

SUBJECT: HALKEY-ROBERTS CORPORATION
REF: 673588

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Articles of merger involving a Florida or Foreign profit corporation are filed pursuant to section 607.1005 and 607.1007. The merger submitted was prepared in compliance with the wrong statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H09000183555
Letter Number: 309A00027942

+ NEXT, - PREV, 1. MENU, 2. FILING, 3. OFFICERS, 4. EVENTS
7. LIST, 8. NEXT FILING ON LIST, 9. PREV FILING ON LIST
ENTER SELECTION AND CR:

This Instrument Prepared By:
 Michael D. Tucker, Attorney at Law
 Baker, Donelson, Bearman, Caldwell & Berkowitz,
 A Professional Corporation
 420 North 20th Street, Suite 1600
 Birmingham, Alabama 35203

CERTIFICATE OF MERGER
 MERGING
 HALKEY-ROBERTS CORPORATION, A FLORIDA CORPORATION
 WITH AND INTO
 HALKEY-ROBERTS CORPORATION,
 A DELAWARE CORPORATION

TO THE SECRETARY OF STATE OF
 STATE OF DELAWARE
 STATE OF FLORIDA

FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 09 AUG 17 PM 4:16

Pursuant to the provisions of §§ 607.1105 and 607.1107 of the Florida Business Corporations Act and § 258 of the Delaware General Corporation Law, Halkey-Roberts Corporation, a Florida corporation ("Halkey FL") and Halkey-Roberts Corporation, a Delaware corporation ("Halkey DE"), adopt this Certificate of Merger as of August 14, 2009. Halkey FL and Halkey DE are sometimes hereinafter referred to, collectively, as the "Constituent Corporations."

1. NAME, JURISDICTION AND DATE OF FORMATION OF CONSTITUENT COMPANIES. Halkey FL, was formed on June 16, 1980 under the laws of the State of Florida by filing Articles of Incorporation with the Secretary of State of the State of Florida. Halkey DE, a Delaware corporation, was formed on August 14, 2009, under the laws of the State of Delaware by filing a Certificate of Incorporation with the Secretary of State of the Delaware.

2. SURVIVING ENTITY. Halkey DE shall be the surviving entity of the merger (the "Surviving Entity"), shall continue to be a Delaware corporation and shall continue to be governed by the laws of the State of Delaware. The Certificate of Incorporation of the Surviving Entity shall be its certificate of incorporation.

3. PRINCIPAL OFFICE ADDRESS OF SURVIVING ENTITY. The street address of the principal office of the Surviving Entity is:

Halkey-Roberts Corporation
 2700 Halkey-Roberts Place North
 St. Petersburg, FL 33716

4. AGREEMENT AND PLAN OF MERGER. An Agreement and Plan of Merger has been adopted, approved, certified and executed by the Constituent Corporations in accordance with §607.1107 of the Florida Business Corporation Act and §258 of the Delaware General Corporations Law. The Agreement and Plan of Merger is on file at the following place of business of the Surviving Entity: 2700 Halkey-Roberts Place North, St. Petersburg, FL 33716. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any shareholder of the Constituent Corporations.

H09000183555

5. EFFECTIVE DATE. The merger of Halkey FL with and into Halkey DE shall be and become effective upon the date of filing of the Certificate of Merger with the Secretaries of State of the States of Delaware and Florida.

6. APPOINTING SECRETARY OF STATE AS AGENT. The Surviving Entity hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Halkey FL.

7. PAYMENT TO DISSENTING SHAREHOLDERS. The Surviving Entity has agreed to promptly pay to the dissenting shareholders of Halkey FL the amount, if any, to which they are entitled under §607.1302 of the Florida Business Corporation Act.

8. APPROVAL OF MERGER. The merger was duly approved by the sole shareholders of the Constituent Corporations in accordance with §607.1107 of the Florida Business Corporation Act and §258 of the Delaware General Corporations Law, respectively.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed as of the day and year first above written.

HALKEY-ROBERTS CORPORATION, a
Florida corporation

By: Jeffery Strickland
Jeffery Strickland, Vice President

HALKEY-ROBERTS CORPORATION, a
Delaware corporation

By: Jeffery Strickland
Jeffery Strickland, Vice President

H09000183555

H09000183555

AGREEMENT AND PLAN OF MERGER
MERGING
HALKEY-ROBERTS CORPORATION,
A FLORIDA CORPORATION,
WITH AND INTO
HALKEY-ROBERTS CORPORATION,
A DELAWARE CORPORATION

This AGREEMENT AND PLAN OF MERGER (the "Agreement") by and between Halkey-Roberts Corporation, a Florida corporation ("Halkey FL") and Halkey-Roberts Corporation, a Delaware corporation ("Halkey DE") is dated as of August 14, 2009. Halkey DE and Halkey FL are sometimes hereinafter referred to, collectively, as the "Constituent Corporations."

WITNESSETH:

WHEREAS, it has been proposed that Halkey FL merge with and into Halkey DE, with Halkey DE being the entity surviving the merger;

WHEREAS, the respective Boards of Directors and sole shareholders of the Constituent Corporations deem it advisable and to the advantage, welfare and best interest of the Constituent Corporations to merge Halkey FL with and into Halkey DE upon the terms and conditions hereinafter set forth, and that the merger qualify as a nontaxable transaction under § 368 of the Internal Revenue Code of 1986, as amended;

WHEREAS, this Agreement has been duly approved by the Board of Directors and the sole shareholder of Halkey FL in accordance with § 607.1107 of the Florida Business Corporation Act; and

WHEREAS, this Agreement has been duly approved by the Board of Directors and the sole shareholder of Halkey DE in accordance with §258 of the Delaware General Corporation Law.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements of the parties hereinafter set forth, the parties hereby agree as follows:

1. Effect of Merger; Surviving Party. As of the "Effective Date" (as hereinafter defined), Halkey FL shall be merged with and into Halkey DE, with Halkey DE being the surviving corporation in the merger and continuing to operate as a corporation under the laws of the State of Delaware; the separate organizational existence of Halkey FL shall cease and all rights, privileges, immunities, franchises and powers, of a public as well as private nature, of Halkey FL, and all assets and property, real, personal and mixed, and all debts due to Halkey FL, as well as all other things and causes of action belonging to Halkey FL, shall be vested in Halkey DE and shall thereafter be the property of Halkey DE as they were of Halkey FL, and the title to any real property vested by deed or otherwise in Halkey FL shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and liens upon the property of Halkey FL shall be preserved unimpaired, and all debts, liabilities and duties of Halkey FL shall, after the Effective Date, attach to Halkey DE and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by Halkey DE.

H09000183555

H09000183555

2. Name. As of the Effective Date, the name of the surviving business entity shall continue to be Halkey-Roberts Corporation.

3. Filing of Certificate Effective Date. As soon as practicable following the execution of this Agreement, Halkey DE will file a certificate of merger (the "Certificate of Merger") with the Secretaries of State of the States of Delaware and Florida. The merger of Halkey FL with and into Halkey DE as contemplated by this Agreement shall be and become effective upon the date of the filing of the Certificate of Merger with the Secretaries of State of the States of Delaware and Florida (the "Effective Date").

4. Conversion of Shares. Upon the Effective Date, each share of common stock of Halkey FL issued and outstanding immediately prior to the Effective Date shall be converted into one share of common stock of Halkey DE.

5. Maintenance and Copies of Agreement. A copy of this Agreement shall be maintained at Halkey DE's principal place of business located at 2700 Halkey-Roberts Place North, St. Petersburg, FL 33716 or such other address as Halkey DE may from time to time establish its principal office, and a copy of this Agreement shall be furnished by Halkey DE, on request and without cost, to any person who is or was a shareholder of the Constituent Corporations.

6. Further Assurances of Title. If at any time after the Effective Date, the Halkey DE shall consider or be advised that any further acknowledgements, assignments or assurances in law or other similar actions are necessary or desirable in order to acknowledge, vest, perfect or confirm upon record or otherwise, in Halkey DE, any right, title or interest in any property or rights of the Constituent Corporations held immediately prior to the Effective Date, the Constituent Corporations and their proper officers and directors shall and will execute and deliver all such proper acknowledgements, deeds, assignments or assurances in law and do all things necessary or proper to acknowledge, vest, perfect or confirm title to such property or rights in Halkey DE as shall be necessary to carry out the purposes of this Agreement, and Halkey DE and the proper officers and directors thereof are fully authorized to take any and all action in the name of the Constituent Corporations to effect the foregoing.

7. Continuation of Corporate Acts, Plans, Employees and Certain Other Matters.

(i) All corporate acts, plans, policies, approvals and authorizations of the Constituent Corporations, its stockholders, Boards of Directors, committees of the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of Halkey DE and shall be as effective and binding thereon as they were on the Constituent Corporations.

(ii) Without limiting the foregoing, all stock option, pension and profit-sharing plans, if any, of the Constituent Corporations, all as amended and in effect immediately prior to the merger becoming effective, and any and all outstanding options and rights thereunder, shall be continued by Halkey DE, which shall be substituted for the Constituent Corporations. Such merger shall not in itself effect any other change in such plans, options or rights.

(iii) The employees of the Constituent Corporations shall become the employees of the Halkey DE and continue to be entitled to the same rights and benefits they enjoyed as employees of the Constituent Corporations.

H09000183555

H09000183555

8. Officers and Directors.

(i) The officers and directors of Halkey FL at the Effective Date shall serve as the officers and directors of Halkey DE, until their successors shall have been elected and shall qualify as otherwise provided in the Bylaws of Halkey DE.

(ii) If, on or after the Effective Date, a vacancy shall exist in the Board of Directors of Halkey DE, or in any of the offices specified above, such vacancy may be filled in the manner provided in the Bylaws of Halkey DE.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

HALKEY-ROBERTS CORPORATION, a Florida
corporation

Jeffery Strickland
Jeffery Strickland, Vice President

HALKEY-ROBERTS CORPORATION, a Delaware
corporation

Jeffery Strickland
Jeffery Strickland, Vice President

H09000183555