

From:

Division of Corporations

# 685861

12/31/2014 15:37

#854 P.001/007

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

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.**

((H14000300982 3)))



H140003009823ABC.

**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 : HINES NORMAN HINES P.L.  
Account Number : I20000000107  
Phone : (813) 251-8659  
Fax Number : (813) 254-6153

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

Email Address:

jhines@hnh-law.com

14 DEC 31 AM 11:29

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RECEIVED

14 DEC 31 PM 3:22

**MERGER OR SHARE EXCHANGE  
WILBEY INDUSTRIAL SERVICE CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

**EFFECTIVE DATE**  
12-31-14

Electronic Filing Menu

Corporate Filing Menu

Help

CL  
1-2-15

From:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

12/31/2014 15:38

#854 P.007/007

14 DEC 31 AM 11:28  
(((H14000300982 3)))

EFFECTIVE DATE  
12-31-14

ARTICLES OF MERGER  
FOR  
WILBEY LAND CORPORATION  
INTO  
WILBEY INDUSTRIAL SERVICE CORPORATION

998000026329  
685861

Pursuant to the provisions of Chapter 607 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging them into one corporation.

1. The names of the corporations which are parties to the merger are: WILBEY LAND CORPORATION, a Florida corporation, the absorbed corporation, and WILBEY INDUSTRIAL SERVICE CORPORATION, a Florida corporation, the surviving corporation.

2. The Merger shall become legally effective as of 11:59 P.M., December 31, 2014.

3. The Agreement and Plan of Merger, effective December 24, 2014, in accordance with the applicable provisions of Chapter 607, Florida Statutes, pursuant to which WILBEY LAND CORPORATION shall be merged with and into WILBEY INDUSTRIAL SERVICE CORPORATION was unanimously adopted by the directors and shareholders of WILBEY LAND CORPORATION by resolutions adopted on December 24, 2014, and by the directors and shareholders of WILBEY INDUSTRIAL SERVICE CORPORATION by resolutions adopted on December 24, 2014. The Agreement and Plan of Merger is attached hereto.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of WILBEY LAND CORPORATION and WILBEY INDUSTRIAL SERVICE CORPORATION by their respective authorized officers, on the dates set forth below.

WILBEY LAND CORPORATION

By:

Anthony Borrell, Jr., as its President

Date:

Dec 22, 2014

WILBEY INDUSTRIAL SERVICE CORPORATION

By:

Anthony Borrell, Jr., as its Vice President

Date:

Dec 22, 2014

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 DEC 31 AM 11:28

(((H14000300982 3)))

From:

12/31/2014 15:37

#854 P-002/007

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

((H14000300982 3)))

14 DEC 31 AM 11:28

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (hereinafter referred to as this "Agreement") is entered into to be effective as of December 31, 2014 (the "Effective Date"), by and between, WILBEY INDUSTRIAL SERVICE CORPORATION (sometimes hereinafter referred to as "surviving corporation"), a Florida corporation, and WILBEY LAND CORPORATION (sometimes hereinafter referred to as "absorbed corporation"), a Florida corporation.

**STIPULATIONS**

A. WILBEY INDUSTRIAL SERVICE CORPORATION is a corporation organized and existing under the laws of the State of Florida with its principal office at 4101 North Florida Avenue, Unit 1B, Tampa, FL 33603.

B. WILBEY INDUSTRIAL SERVICE CORPORATION has a capitalization of 1,000 authorized shares of 1 par value, voting common stock of which 100 shares are issued and outstanding. All of the issued and outstanding shares of Class A voting common stock are owned by the following persons: Anthony Borrell, Jr. No other class of stock exists.

C. WILBEY LAND CORPORATION is a corporation organized and existing under the laws of the State of Florida with its principal office at 4101 North Florida Avenue, Unit 1B, Tampa, FL 33603.

D. WILBEY LAND CORPORATION has a capitalization of WILBEY INDUSTRIAL SERVICE CORPORATION has a capitalization of 1,000 authorized shares of 1 par value, voting common stock of which 100 shares are issued and outstanding. All of the issued and outstanding shares of voting common stock are owned by the following persons: Anthony Borrell, Jr. No other class of stock exists.

((H14000300982 3))

The respective shareholders and respective Boards of Directors of the absorbed corporation and the surviving corporation deem it desirable and in the best interests of both corporations, and their respective shareholders, that WILBEY LAND CORPORATION be merged into WILBEY INDUSTRIAL SERVICE CORPORATION, pursuant to the provisions of Chapter 607 of the Florida Statutes, 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.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the absorbed corporation and the surviving corporation hereby agree as follows:

1. MERGER

WILBEY LAND CORPORATION, which shall be the absorbed corporation, shall merge with and into WILBEY INDUSTRIAL SERVICE CORPORATION, which shall be the surviving corporation.

2. 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 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.

3. CONVERSION OF SHARES

The manner and basis of converting the shares of common stock of the absorbed corporation into shares of common stock of the surviving corporation shall be as follows:

- a. Each share of common stock of the absorbed corporation issued and outstanding on

((H14000300982 3))

((H14000300982 3)))

the effective date of the merger shall be converted into 1 share of the voting common stock of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

b. Within ten (10) business days after the effective date of the merger, each holder of certificates of 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. On receipt of such certificates, the surviving corporation shall issue, and exchange therefor, certificates of shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled, as provided for above, and the surviving corporation shall cancel of record the certificates of shares of common stock in the absorbed corporation surrendered to the surviving corporation or its duly appointed agent.

c. The holder of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of common stock in the surviving corporation until certificates have been issued to such shareholder. Thereafter, said shareholder shall be entitled to receive any dividends on shares of common stock of the surviving corporation issuable to such shareholders hereunder, which may have been declared and paid between the effective date of the merger and the issuance to said shareholders of the certificate for such shareholder's shares of common stock in the surviving corporation.

4. CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the surviving corporation, WILBEY INDUSTRIAL SERVICE CORPORATION, shall continue to be its Articles of Incorporation following the effective date of the merger.

((H14000300982 3)))

((H14000300982 3)))

5. CHANGES IN BYLAWS

The Bylaws of the surviving corporation, WILBEY INDUSTRIAL SERVICE CORPORATION, shall continue to be its Bylaws following the effective date of the merger.

6. DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation, WILBEY INDUSTRIAL SERVICE CORPORATION, as of the effective date of the merger, shall continue to be the directors and officers of the surviving corporation for the full, unexpired term of their respective offices and until their successors have been duly elected or duly appointed and qualified.

7. PROHIBITED TRANSACTIONS

Neither the absorbed corporation nor the surviving corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

8. APPROVAL BY SHAREHOLDERS

This Agreement shall reflect the approval of the respective shareholders of the absorbed corporation and the surviving corporation, upon the execution of this Agreement by such shareholders.

9. EFFECTIVE DATE OF THE MERGER

The effective date of the merger shall be December 31, 2014, at 11:59 p.m.

[Signature Page Follows]

From:

12/31/2014 15:38

#854 P.006/007

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

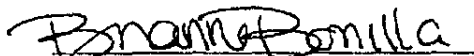
((H14000300982 3)))

14 DEC 31 AM 11:28

IN WITNESS WHEREOF, this Agreement has been executed on behalf of the parties, by their respective Presidents, and their respective Secretaries, pursuant to the authorization of their respective Boards of Directors and of their respective shareholders, on the date or dates set forth below, to be effective for all purposes as of the Effective Date.

WILBEY INDUSTRIAL SERVICE CORPORATION

  
Signature of Witness

  
Printed Name of Witness


By:

  
Anthony Borrell, Jr., as its Vice President

Date:

Dec 22, 2014

  
Signature of Witness

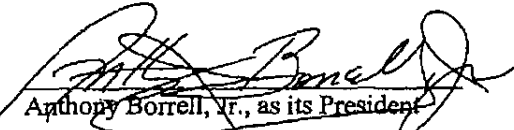
  
Printed Name of Witness

WILBEY LAND CORPORATION

  
Signature of Witness

  
Printed Name of Witness

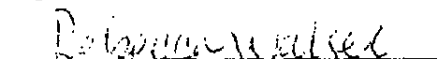
By:

  
Anthony Borrell, Jr., as its President

Date:

Dec 22, 2014

  
Signature of Witness

  
Printed Name of Witness