

806001

(Requestor's Name)

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(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

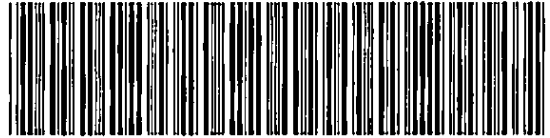
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED

18 JUN 27 PM 1:32

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

July 1, 2018

FILED

2018 JUN 27 PM 2:51

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Albritton

JUL 03 2018

I ALBRITTON

CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 6/27/2018

Acc#120160000072



| | |
|-------------|----------------------------|
| Name: | Moretrench Gigliotti, Inc. |
| Document #: | |
| Order #: | 11040575 |

| | | | | |
|-----------------------------------|--------------------------|--|-------------------------|--|
| Certified Copy of Arts & Amend: | <input type="checkbox"/> | | | |
| Plain Copy: | <input type="checkbox"/> | | | |
| Certificate of Good Standing: | <input type="checkbox"/> | | | |
| | <input type="checkbox"/> | | | |
| Apostille/Notarial Certification: | <input type="checkbox"/> | | Country of Destination: | |
| | | | Number of Certs: | |

| | |
|---------|------------|
| Filing: | Certified: |
| | Plain: |
| | COGS: |

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| Availability _____ |
| Document _____ |
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| Updater _____ |
| Verifier _____ |
| W.P. Verifier _____ |
| Ref# _____ |

Amount: \$ 175.00

Thank you!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 28, 2018

CT CORP.
3458 LAKESHORE DRIVE
TALLAHASSEE, FL 32312

SUBJECT: MORETRENCH AMERICAN CORPORATION
Ref. Number: 806001

18 JUL -2 AM 10:26

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

A merger involving a Profit and a Non-Profit Corporation must be file pursuant to section 607.1109, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 618A00013460

*Corrected. Please use original file date
if possible.
Thank you!*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Moretrench American Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Allison Hoffman
Contact Person

Keller Foundations LLC
Firm/Company

7550 Teague Road, Ste 300
Address

Hanover, MD 21076
City/State and Zip Code

anhoffman@kellerfoundations.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Allison Hoffman
Name of Contact Person

At (443) 396-1649
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
July 1, 2018

FILED
2018 JUN 27 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: 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> |
|---|---------------------|----------------------------------|
| <u>Moretrench Gigliotti, Inc.</u> | <u>Florida</u> | <u>For-profit Corporation</u> |
| <u>Moretrench Management, Inc.</u> | <u>New Jersey</u> | <u>For-profit Corporation</u> |
| <u>Moretrench Environmental Leasing Corp.</u> | <u>New Jersey</u> | <u>For-profit Corporation</u> |
| <u>Stickle Associates, LLC</u> | <u>New Jersey</u> | <u>Limited Liability Company</u> |

SECOND: 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> |
|--|---------------------|-------------------------------|
| <u>Moretrench American Corporation</u> | <u>New Jersey</u> | <u>For-profit Corporation</u> |

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, 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:

July 1, 2018

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: 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:

Moretrench American Corporation



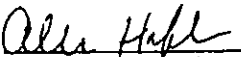
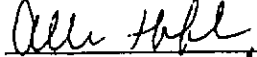

100 Stickle Avenue

Rockaway, NJ 07866

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

- a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|---|---|--------------------------------------|
| <u>Moretrench American Corporation</u> | <u></u> | <u>Allison Hoffman, Asst. Sec.</u> |
| <u>Moretrench Gigliotti, Inc.</u> | <u></u> | <u>Allison Hoffman, Asst. Sec.</u> |
| <u>Moretrench Management, Inc.</u> | <u></u> | <u>Allison Hoffman, Asst. Sec.</u> |
| <u>Moretrench Environmental Leasing Corp.</u> | <u></u> | <u>Allison Hoffman, Asst. Sec.</u> |
| <u>Stickle Associates, LLC</u> | <u></u> | <u>Allison Hoffman, Asst. Sec.</u> |

| | |
|-----------------------------------|--|
| Corporations: | Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i> |
| General Partnerships: | Signature of a general partner or authorized person |
| Florida Limited Partnerships: | Signatures of all general partners |
| Non-Florida Limited Partnerships: | Signature of a general partner |
| Limited Liability Companies: | Signature of a member or authorized representative |

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN AND AGREEMENT OF MERGER

by and among

MORETRENCH AMERICAN CORPORATION,
MORETRENCH ENVIRONMENTAL LEASING CORPORATION,
MORETRENCH GIGLIOTTI, INC.
MORETRENCH MANAGEMENT, INC.

and

STICKLE ASSOCIATES, LLC

Dated as of

June 25, 2018

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is dated as of June 25, 2018, by and among (i) Moretrench American Corporation, a New Jersey corporation ("MAC"), (ii) Moretrench Environmental Leasing Corporation, a New Jersey corporation ("MELC"), (iii) Moretrench Gigliotti, Inc., a Florida corporation ("MGI"), (iv) Moretrench Management, Inc., a New Jersey corporation ("MMI"), and (v) Stickle Associates LLC, a New Jersey limited liability company ("SAL"). Together these companies shall be known as the Moretrench Entities.

RECITALS

WHEREAS, MAC is the 100% owner of all outstanding shares of MELC, MGI, and MMI, and the sole member of SAL;

WHEREAS, MAC desires to consolidate the operations of each of the subsidiary entities into MAC as the single surviving entity (the "Surviving Entity"), thereby ceasing the separate existence of MELC, MGI, MMI and SAL, (the "Subsidiary Entities");

WHEREAS, MAC recommends to its shareholder that such a plan would be in the best interest of the corporation; and

WHEREAS, Section 14A:10-5.1 authorizes the merger of wholly owned subsidiaries into the surviving parent corporation without the approval of the Board of Directors of each distinct subsidiary.

NOW THEREFORE BE IT RESOLVED, that the consolidation of the entities shall be conducted as follows:

PROVISIONS

Section 1 Merger. Prior to and effective as of the Closing, upon all terms and subject all of the conditions of this Agreement, the parties shall cause the Certificate of Merger to be executed by the Board of Directors of MAC, as the surviving entity and the sole shareholder of the subsidiary entities, and subsequently filed with the New Jersey Secretary of State;

Section 2 Closing. The Merger shall be effective as of July 1, 2018 at 12:01 AM (the "Closing").

Section 3 Effect of the Merger.

(a) The merger shall have the effect set forth in the New Jersey Business Corporations Act. At the Closing, the identity, existence, rights, privileges, powers, franchises, properties and assets of the Surviving Entity shall continue unaffected and unimpaired by the merger. The separate corporate existences of the Subsidiary Entities shall cease and the Surviving Entity shall become the owner, without transfer, of all rights, assets and property of the Subsidiary Entities, and the Surviving Entity shall be subject to all of the debts and liabilities of the Subsidiary Entities as if the surviving corporation had itself incurred them. The Surviving Entity may, at any time after the Closing, take any action (including executing and delivering any document) in the name and on behalf of the Subsidiary Entities in order to carry out and effectuate the transactions contemplated by this agreement.

(b) All issued and outstanding shares of the Subsidiary Entities shall not convert in any manner but each said share which is issued as of the Closing of the merger shall be surrendered and extinguished.

(c) The Certificate of Incorporation and the Bylaws of MAC in effect immediately prior to the Closing shall be the Certificate of Incorporation and the Bylaws of MAC as the surviving corporation until thereafter amended.

(d) The directors and officers of MAC immediately prior to the Closing shall be the directors and officers of MAC as the surviving corporation at and as of Closing.

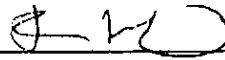
(e) The registered agent of MAC immediately prior to the Closing shall be the registered agent of MAC as the surviving corporation at and as of Closing.

Section 4. Counterparts. This Plan and Agreement of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Remainder of page intentionally left blank]

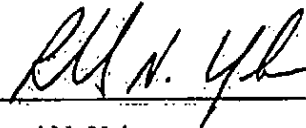
IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first written above.

**MORETRENCH AMERICAN
CORPORATION**



James Hind

John P. Rubright



Richard N. Yale

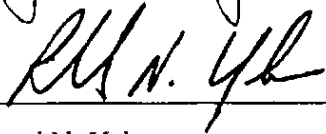
IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first written above.

**MORETRENCH AMERICAN
CORPORATION**

James Hind



John P. Rubright



Richard N. Yale