

816646

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

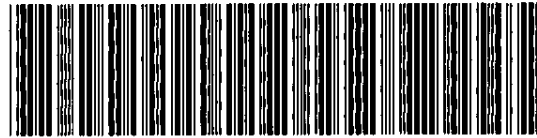
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300295423773

RECEIVED
OFFICE OF THE CLERK
17 FEB 10 PM 2:02

017A000003691
169C000000710
2/2/10
161800000107

FILED
2011 FEB 24 AM 8:11
CLERK OF THE COURT
TALLAHASSEE FL 32301

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 506156 4300097
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 60.00

ORDER DATE : February 10, 2017
ORDER TIME : 1:12 PM
ORDER NO. : 506156-005
CUSTOMER NO: 4300097

ARTICLES OF MERGER

FRC FIBER LIMITED COMPANY LLC

INTO

SIKA CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 13, 2017

CORP. SERVICE COMPANY
% MELISSA
TALL., FL 32301

SUBJECT: FRC FIBER, LIMITED COMPANY
Ref. Number: L01000008491

RESUBMIT

*Reported
Backdate
2/27*

506156
RECEIVED
DEPARTMENT OF STATE
17 FEB 24 PM 1:53

We have received your document for FRC FIBER, LIMITED COMPANY and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If the corporation is a **PROFIT** corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If the corporation is a **NOT FOR PROFIT** corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Carol Mustain
Regulatory Specialist II

Letter Number: 017A00002769

**ARTICLES OF MERGER
MERGING
FRC FIBER, LIMITED COMPANY
WITH AND INTO
SIKA CORPORATION**

(Pursuant to Section 605.1025 of the Florida Statutes)

The following Articles of Merger are submitted to merge (the "Merger") FRC Fiber, Limited Company, a Florida limited liability company ("FRC Fiber"), with and into Sika Corporation, a New Jersey Corporation ("Sika").

FIRST: The name, state of formation or organization, and entity type of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction of Formation/Organization</u>	<u>Form of Entity</u>
FRC Fiber Limited Company LLC	Florida	Limited Liability Company

SECOND: The name, state of formation or organization, and entity type of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction of Formation/Organization</u>	<u>Form of Entity</u>
Sika Corporation	New Jersey	Corporation

THIRD: The Merger and a Plan of Merger with respect to the Merger (the "Agreement of Merger") were approved by FRC Fiber in accordance with Section 605.1021-605.1026 of the Florida Statutes and by the sole member of FRC Fiber who, as a result of the merger, will have interest holder liability under Section 605.1023(1)(b) of the Florida Statutes on February 15, 2017. The Merger and Agreement of Merger were approved by Sika in accordance with the laws of the State of New Jersey on February 15, 2017. Such Agreement of Merger is attached to these Articles of Merger as Exhibit A.

FOURTH: The surviving entity of the Merger shall be Sika (the "Surviving Entity"), and the name of the Surviving Entity shall be Sika Corporation. The Surviving Entity is a foreign entity that has a Certificate of Authority to transact business in Florida. The mailing address to which the department may send any process served pursuant to Section 605.0117 and Chapter 48 of the Florida Statutes is 201 Polito Avenue, Lyndhurst, New Jersey, 07071.

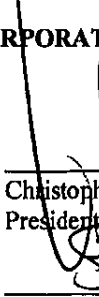
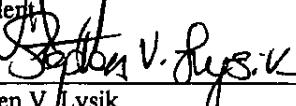
FIFTH: The Merger shall be effective as of 11:59 PM Eastern Standard Time on February 28, 2017.

[Signature Page Follows]

FILED
2017 FEB 24 AM 8:11
SECRETARY OF STATE
TREASURY

IN WITNESS WHEREOF, the Surviving Entity and FRC Fiber have caused these Articles of Merger to be signed as of the date written below by a duly authorized officer, declaring that the facts stated herein are true.

SIKA CORPORATION, a New Jersey corporation

By: 
Name: Christoph Ganz
Title: President
By: 
Name: Stephen V. Lysik
Title: Executive Vice President - CFO

FRC FIBER, LIMITED COMPANY, a Florida limited liability company

By: 
Name: Jamie Gentoso
Title: Manager

Exhibit A

Agreement of Merger

PLAN OF MERGER

(Pursuant to Section 14A:10-1 of the New Jersey Revised Statutes and Section 605.1022 of the Florida Statutes)

This Plan of Merger (the "Agreement"), dated as of February 15, 2017, is entered into by and between Sika corporation, a New Jersey corporation ("Sika"), and FRC Fiber, Limited Company, a Florida limited liability company ("FRC Fiber").

WHEREAS, FRC Fiber is a direct, wholly-owned subsidiary of Sika;

WHEREAS, it is contemplated that FRC Fiber will merge with and into Sika (the "Merger"), with Sika being the surviving entity (the "Surviving Entity"); and

WHEREAS, the board of directors of Sika and manager of FRC Fiber have declared the Merger to be advisable and in the best interests of Sika and FRC Fiber.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements set forth below, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereby agree as follows:

1. **Merger.** Subject to and in accordance with the provisions of this Agreement, at the Effective Time (as defined in Section 2 hereof), FRC Fiber shall be merged with and into Sika, whereupon the separate existence of FRC Fiber shall cease, and Sika shall be the surviving entity (the "Surviving Entity") in the Merger. In accordance with Sections 14A:10-6 and 14A:10-7 of the New Jersey Revised Statutes, the Surviving Entity (i) shall possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of FRC Fiber, (ii) all real property and personal property, tangible and intangible, of every kind and description, belonging to FRC Fiber shall be vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in the Surviving Corporation or FRC Fiber shall not revert or be in any way impaired by reason of such merger or consolidation, and (iii) the Surviving Entity shall be liable for all the obligations and liabilities of FRC Fiber; and any claim existing or action or proceeding pending by or against the Surviving Corporation or FRC Fiber may be enforced as if such merger or consolidation had not taken place.

2. **Effective Time.** The Merger shall become effective as of 11:59 PM Eastern Standard Time on February 28, 2017 (the "Effective Time").

3. **Cancellation of Membership Interests.** At the Effective Time, Sika's limited liability membership interests in FRC Fiber, by virtue of the Merger and without any action on the part of Sika, shall be automatically cancelled and extinguished without any conversion thereof, and no consideration shall be delivered in exchange therefor.

4. **Address of Surviving Entity.** The street address of the Surviving Entity's principal place of business is 201 Polito Avenue, Lyndhurst, New Jersey, 07071.

5. **Certificate of Incorporation.** The Certificate of Incorporation of Sika, as in effect immediately prior to the Effective Time, shall continue as the Certificate of Incorporation of the Surviving Entity.

6. Officers of the Surviving Entity. From and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the officers of Sika immediately prior to the Effective Time shall be the directors and officers of the Surviving Entity.

7. Entire Agreement; Amendment. This Agreement constitutes the entire agreement between the parties hereto pertaining to the subject matter hereof and supersedes all prior agreements, if any, of the parties. No provision of this Agreement may be amended or modified prior to the Effective Time unless such amendment or modification is in writing and executed by the parties hereto.

8. Miscellaneous.

(a) If, at any time from and after the Effective Time, the Surviving Entity shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Entity the title to any property or rights of FRC Fiber, the officers of the Surviving Entity are hereby authorized, in the name of FRC Fiber, to execute and make all such proper assignments and assurances in law, and to do all other things necessary or proper to vest such property or rights in the Surviving Entity and otherwise carry out the purposes of this Agreement.

(b) The Surviving Entity shall assume and pay all expenses incurred in connection with the transactions contemplated by this Agreement not theretofore paid by the respective parties.

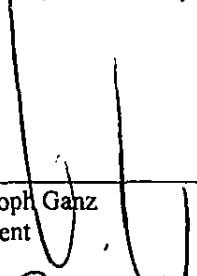
(c) This Agreement shall be governed by, and construed in accordance with, the laws of the State of New Jersey.

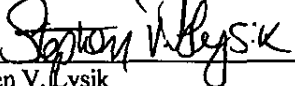
(d) This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which together shall be considered one and the same agreement.

[Signature page follows]

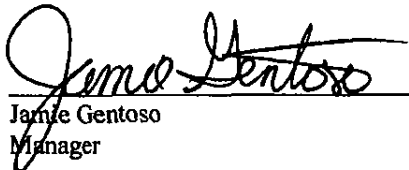
IN WITNESS WHEREOF, the parties have executed this Agreement and caused the same to be duly delivered on their behalf on the day and year first written above.

Sika Corporation, a New Jersey corporation

By: 
Name: Christoph Ganz
Title: President

By: 
Name: Stephen V. Lysik
Title: Executive Vice President - CFO

FRC Fiber, Limited Company, a Florida limited liability corporation

By: 
Name: Jamie Gentoso
Title: Manager