

**831468**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
MOBILE PAINT MANUFACTURING COMPANY OF  
DELAWARE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	08
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**EFFECTIVE DATE**  
**12-31-15**

**DEC 22 2015**  
**C LEWIS**

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SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS

15 DEC 21 AM 10:49

## ARTICLES OF MERGER

### MERGING

**KEY WALLCOVERINGS, INC.**  
(a Florida corporation)

### INTO

**MOBILE PAINT MANUFACTURING COMPANY OF DELAWARE, INC.**  
(a Delaware corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1104 and 607.1105, Florida Statutes:

**FIRST.** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Mobile Paint Manufacturing Company of Delaware, Inc.	Delaware	831468

**SECOND.** The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Key Wallcoverings, Inc.	Florida	161947

**THIRD.** The Agreement and Plan of Merger is attached hereto as Exhibit A.

**FOURTH.** The merger shall become effective on December 31, 2015, at 11:59 p.m. Eastern Standard Time.

**FIFTH.** The Agreement and Plan of Merger was adopted by the Board of Directors of the surviving corporation on December 18, 2015.

**SIXTH.** The Agreement and Plan of Merger was adopted by the Board of Directors of the merging corporation on December 18, 2015.

**SEVENTH.** The address of the principal office of the surviving corporation, Mobile Paint Manufacturing Company of Delaware, Inc., is 4775 Hamilton Boulevard, Theodore, Alabama 36582.

**EIGHTH.** The surviving corporation, Mobile Paint Manufacturing Company of Delaware, Inc., is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of any dissenting shareholders of Key Wallcoverings, Inc.

**NINTH.** Pursuant to Section 607.1104 of the Florida Business Corporations Act, neither the approval of the shareholders of the surviving corporation nor the approval of the shareholders of the merging corporation is required.

[SIGNATURES ON FOLLOWING PAGE]

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12-31-15

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IN WITNESS WHEREOF, the parties to this merger have caused these Articles of Merger to be executed by their respective authorized persons on this the 18<sup>th</sup> day of December, 2015.

**KEY WALLCOVERINGS, INC.,**  
a Florida corporation

By: W. Miles Tunno  
W. Miles Tunno, President

**MOBILE PAINT MANUFACTURING COMPANY  
OF DELAWARE, INC.,**  
a Delaware corporation

By: W. Miles Tunno  
W. Miles Tunno, President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

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**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER  
OF**

**KEY WALLCOVERINGS, INC.  
(a Florida corporation)**

**AND**

**MOBILE PAINT MANUFACTURING COMPANY OF DELAWARE, INC.  
(a Delaware corporation)**

**THIS AGREEMENT AND PLAN OF MERGER** is dated as of December 18, 2015, by and between Key Wallcoverings, Inc., a Florida corporation ("Key Wallcoverings"), and Mobile Paint Manufacturing Company of Delaware, Inc., a Delaware corporation ("Mobile Paint").

**WITNESSETH:**

**WHEREAS**, Key Wallcoverings is a wholly-owned subsidiary of Mobile Paint;

**WHEREAS**, it has been proposed that Key Wallcoverings merge with and into Mobile Paint, with Mobile Paint to be the surviving corporation of the merger, pursuant to Section 607.1104 of the Florida Business Corporation Act and Section 253 of the General Corporation Law of Delaware (collectively, the "Merger Statutes");

**WHEREAS**, the Board of Directors of Mobile Paint has adopted and approved this Agreement and Plan of Merger for the merger of Key Wallcoverings with and into Mobile Paint in accordance with the Merger Statutes, pursuant to which the approval of the shareholders of Mobile Paint is not required;

**WHEREAS**, the Board of Directors of Key Wallcoverings has adopted and approved this Agreement and Plan of Merger for the merger of Key Wallcoverings with and into Mobile Paint in accordance with the Merger Statutes, pursuant to which the approval of the shareholders of Key Wallcoverings is not required; and

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements of the parties, this Agreement and Plan of Merger, and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. **Terms and Conditions of Merger.** As of the Effective Time (hereinafter defined), Key Wallcoverings shall, pursuant to the provisions of the Merger Statutes, be merged with and into Mobile Paint and the separate corporate existence of Key Wallcoverings shall thereupon cease and Mobile Paint shall be the entity surviving the merger and shall continue to exist as a Delaware corporation under the General Corporation Law of Delaware (the "Merger"). Mobile Paint shall hereinafter sometimes be referred to as the "Surviving Corporation." As of the Effective Time, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, of Key Wallcoverings and Mobile Paint (collectively referred to as the "Constituent Corporations"), and shall be subject to all the restrictions, disabilities, and duties of all of the Constituent Corporations. All the property, real, personal, and mixed, and franchises of all of the Constituent Corporations, and all debts due to any of the Constituent Corporations on whatever account, including subscriptions to shares and other choses in action belonging to any of the Constituent Corporations, and all and every other interest shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed. All rights of creditors and all liens upon any property of any of the

Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against the Surviving Corporation, to the same extent as if said debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation, all with the effect set forth in the Florida Business Corporation Act and the General Corporation Law of Delaware.

2. Effective Time. After the execution of this Agreement and Plan of Merger, the Surviving Corporation will file Articles of Merger with the Secretary of State of Florida and a Certificate of Ownership and Merger with the Secretary of State of Delaware on or before December 31, 2015. The Merger shall become effective at 11:59 p.m. (Eastern Standard Time) on December 31, 2015 (the "Effective Time").

3. Tax Consequences. The merger provided for herein shall constitute a tax-free reorganization or merger pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

4. Certificate of Incorporation of Surviving Corporation. The Certificate of Incorporation of Mobile Paint, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation.

5. Bylaws of Surviving Corporation. The Bylaws of Mobile Paint, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until amended, changed, or repealed as provided in the Certificate of Incorporation and/or the Bylaws of the Surviving Corporation, and in the manner prescribed by the General Corporation Law of Delaware.

6. Management of Surviving Corporation. As of the Effective Time, the directors of Mobile Paint immediately prior to the Effective Time will be the directors of the Surviving Corporation, and the officers of Mobile Paint immediately prior to the Effective Time will be the officers of the Surviving Corporation, in each case until their successors are elected and qualified.

7. Manner and Basis of Converting Shares. The manner and basis of converting the shares of stock of the Constituent Corporations in the Merger and the mode of carrying the Merger into effect are as follows:

(a) Each issued and outstanding share of stock in Mobile Paint, as well as each authorized but unissued share of stock of Mobile Paint, will not be converted, exchanged, or altered in any manner as a result of the Merger and will remain as a share of stock of the Surviving Corporation exactly as before the Merger, and the certificates which represented outstanding shares of stock of the Surviving Corporation prior to the Effective Time, without further action, shall continue to be and represent outstanding shares of stock of the Surviving Corporation thereafter without the issuance or exchange of new shares of stock or stock certificates. Each share of stock of the Surviving Corporation outstanding immediately prior to the Effective Time of the Merger is to be an identical outstanding or treasury share of stock of the Surviving Corporation after the Effective Time of the Merger.

(b) All of the shares of stock of Key Wallcoverings shall be canceled and extinguished as of the Effective Time, without any action by Key Wallcoverings or the holder of any of its shares. Because Mobile Paint is the sole owner of all of the shares of stock of Key Wallcoverings, and because Mobile Paint is itself the Surviving

Corporation, it is not necessary for Mobile Paint to receive shares of stock (or any other cash or property) in exchange for the cancellation of shares of stock of Key Wallcoverings.

8. Subsidiary Shareholders. The shareholders of Key Wallcoverings who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.

9. Service on the Surviving Corporation in Florida. Mobile Paint, as the surviving corporation, agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the surviving corporation arising from this merger, and hereby appoints the Secretary of State of Florida as its agent to accept services of process in any suit or proceeding. The Secretary of State of Florida shall mail any such process to the Surviving Corporation at 4775 Hamilton Boulevard, Theodore, Alabama 36582.

[SIGNATURES ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed on the date set forth above.

**KEY WALLCOVERINGS, INC.**

By: W. Miles Tunno  
W. Miles Tunno, President

**MOBILE PAINT MANUFACTURING COMPANY  
OF DELAWARE, INC.**

By: W. Miles Tunno  
W. Miles Tunno, President