

038745

(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



500286869265

FILED

16 JUN 16 AM 11:42

RECEIVED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

16 JUN 16 PM 2:26

Merger

JUN 17 2016

D CONNELL

J

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

ACCOUNT NO. : I20000000195

REFERENCE : 182183 4812402

AUTHORIZATION :

COST LIMIT : \$78.75

ORDER DATE : June 16, 2016

ORDER TIME : 12:32 PM

ORDER NO. : 182183-010

CUSTOMER NO: 4812402

ARTICLES OF MERGER

API USA, INC.

INTO

STONCOR GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: StonCor Group, Inc.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Contact Person

Firm/Company

Address

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gregory J. Dziak

Name of Contact Person

At (216) 622-8609

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

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
StonCor Group, Inc.	Delaware	838745

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
API USA, Inc.	Florida	P01000047287

16 JUN 16 AM 11:42

FILED

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
June 15, 2016 _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
June 15, 2016 _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

StonCor Group, Inc.

Robert J. Callahan

Vice President

API USA, Inc.

Robert J. Call

Assistant Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
StonCor Group, Inc.	Delaware
_____	_____

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
API USA, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. Shares of StonCor Group, Inc. Each share of Common Stock, \$0.01 par value, of StonCor Group, Inc. which is issued and outstanding immediately prior to the effective date of the merger shall remain an issued and outstanding shares of Common Stock, without par value, of StonCor Group, Inc. and shall not be changed or converted.
2. Shares of API USA, Inc. Each share of Common Stock, \$20.00 par value, of API USA, Inc. which is issued and outstanding immediately prior to the effective date of the merger shall, by virtue of the merger and without any action on the part of StonCor Group, Inc. or API USA, Inc. or any other person, be surrendered and shall be canceled and extinguished and shall cease to exist on the effective date of the merger, without any consideration being payable or deliverable to any person therefor.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not Applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Certificate of Incorporation of StonCor Group, Inc. The Certificate of Incorporation of the StonCor Group, Inc. as in effect immediately prior to the effective date of the merger shall continue in effect following the merger and shall be the Certificate of Incorporation of StonCor Group, Inc., subject to amendment from time to time thereafter in accordance with the terms thereof and with applicable law.

By-laws of StonCor Group, Inc. The By-laws of StonCor Group, Inc. as in effect immediately prior to the effective date of the merger shall continue in effect following the merger and shall be the By-laws of StonCor Group, Inc., subject to amendment from time to time thereafter in accordance with the terms thereof and with applicable law.

Directors and Officers of StonCor Group, Inc. The directors and the officers of StonCor Group, Inc. holding office immediately prior to the effective date of the merger shall continue in office following the merger and shall be the directors and the officers, respectively, of StonCor Group, Inc., until they shall have resigned or been removed or replaced in accordance with the Certificate of Incorporation and the By-laws of StonCor Group, Inc. or otherwise in accordance with applicable law.