

Document Number Only

857234

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000004273270--1

-05/21/01--01088--004

****140.00 ****140.00

000004273270--1

-05/21/01--01088--005

*****35.00 *****35.00

Merger

Firelands Concrete Paving, Inc (et al)

merging into:

Oglesby Construction, Inc

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

☐ Call When Ready

☒ Walk In

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

CONNIE BRYAN

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIRELANDS CONCRETE PAVING, INC., an Ohio corporation P21214

HIGHWAY VALETS, INC., an Ohio corporation P20984

SANFORD CONCRETE & PAVEMENT MARKINGS, INC., a Fla corporation
G40764

,

INTO

OGLESBY CONSTRUCTION, INC., an Ohio entity, 857234

File date: May 21, 2001

Corporate Specialist: Annette Ramsey

FILED
01 MAY 21 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
FIRELANDS CONCRETE PAVING, INC.
an Ohio corporation

HIGHWAY VALETS, INC.
an Ohio corporation

and

SANFORD CONCRETE & PAVEMENT MARKINGS, INC.
a Florida corporation

with and into

OGLESBY CONSTRUCTION, INC.
an Ohio corporation

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger.

ARTICLE I

The names of the corporations which are parties to the merger are FIRELANDS CONCRETE PAVING, INC., an Ohio corporation ("Firelands"), HIGHWAY VALETS, INC., an Ohio corporation ("Highway"), SANFORD CONCRETE & PAVEMENT MARKINGS, INC., a Florida corporation ("Sanford") and OGLESBY CONSTRUCTION, INC., an Ohio corporation which is the surviving corporation ("Survivor"). The laws of the respective jurisdictions permit this type of merger.

ARTICLE II

The plan of merger is as set forth in the Agreement and Plan of Merger (the "Plan") set forth on Exhibit "A" attached hereto and made a part hereof.

ARTICLE III

The effective date of the merger shall be as set forth in Section 4 of the Plan.

ARTICLE IV

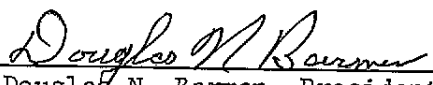
The Plan was approved pursuant to the provisions of Sections 607.1103 and 607.0704 of the Act by the shareholders of Sanford on the 17th day of May, 2001, and was approved pursuant to the provisions of Section 1701.54 and 1701.78 of the Ohio Revised Code by the respective shareholders of each of Firelands, Highway and Survivor on the 17th day of May, 2001.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 17th day of May, 2001.

OGLESBY CONSTRUCTION, INC.

By 
Mason P. Oglesby, President

FIRELANDS CONCRETE PAVING, INC.

By 
Douglas N. Barman, President

HIGHWAY VALETS, INC.

By 
Shirleen McQueerey, President

SANFORD CONCRETE & PAVEMENT
MARKINGS, INC.

By 
Douglas N. Barman, President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, executed this 17th day of May, 2001, by and among OGLESBY CONSTRUCTION, INC., an Ohio business corporation (hereinafter sometimes called "Survivor"), and FIRELANDS CONCRETE PAVING, INC., an Ohio business corporation ("Firelands"), HIGHWAY VALETS, INC., an Ohio business corporation ("Highway") and SANFORD CONCRETE & PAVEMENT MARKINGS, INC., a Florida business corporation ("Sanford") (Firelands, Highway and Sanford are hereinafter sometimes collectively called "Merging Corporations"). Survivor and the Merging Corporations are hereinafter sometimes collectively called the "Constituent Corporations".

BACKGROUND OF AGREEMENT

Survivor is a business corporation organized under the laws of the State of Ohio. Its Articles of Incorporation were filed in the office of the Secretary of State of the State of Ohio on November 17, 1977, charter number 507331. It has an authorized capitalization of 750 common shares, without par value, of which 497.62 shares are now issued and outstanding.

Firelands is a business corporation organized under the laws of the State of Ohio. Its Articles of Incorporation were filed in the office of the Secretary of State of Ohio on April 5, 1979, charter number 533834. It has an authorized capitalization of 300 Class A common (voting) shares, without par value, of which 9 shares are now issued and outstanding, and 450 Class B common (nonvoting) shares, without par value, of which 3 shares are now issued and outstanding.

Highway is a business corporation organized under the laws of the State of Ohio. Its Articles of Incorporation were filed in the office of the Secretary of State of Ohio on February 18, 1976, charter number 477558. It has an authorized capitalization of 1,000 common shares, without par value, of which 793 shares are now issued and outstanding.

Sanford is a business corporation organized under the laws of the State of Florida. Its Articles of Incorporation were filed in the office of the Secretary of State of Ohio on May 24, 1983, charter number G40764. It has an authorized capitalization of 14 Class A common (voting) shares, without par value, of which 6 Class A common shares are now issued and outstanding, and 42 Class B common (nonvoting) shares, without par value, of which 2 Class B common shares are now issued and outstanding.

The Board of Directors of each of the Constituent Corporations have determined that a merger (the "Merger") of the Merging Corporations into Survivor is in the best interests of each of the parties hereto, and such parties desire to set forth herein their agreement respecting the Merger.

NOW, THEREFORE, the parties hereto, by and between their respective Boards of Directors, intending to be legally bound hereby and in consideration of the mutual covenants herein contained, agree as follows:

1. MERGER

The Constituent Corporations shall be merged into a single corporation in accordance with the applicable provisions of the Ohio General Corporation Law (Chapter 1701 of the Ohio Revised Code) and the Florida General Corporation Act (Chapter 607 of the Florida Statutes) by

the Merging Corporations merging into Survivor, the surviving corporation. The separate existence of the Merging Corporations will cease upon the Effective Date of the Merger (as hereinafter defined in Section 4), and Survivor shall thereafter possess all rights, privileges, immunities, powers, licenses, permits, franchises, patents, trademarks, registrations, and purposes of each of the Constituent Corporations, both of a public and private nature, and all of their properties, real and personal, including causes of action. Every other asset of each of the Constituent Corporations as of the Effective Date of the Merger shall be vested, or continued to be vested, in Survivor without further act or deed. All of the rights of creditors and liens upon the properties of the Merging Corporations shall be preserved and unimpaired and the Merging Corporations shall be deemed to continue in existence to preserve the same. All debts, liabilities, restrictions, and duties, including, but not limited to guarantees and suretyships, of the Merging Corporations shall attach to Survivor and be enforceable against Survivor to the same extent as if they had been incurred by it.

2. ARTICLES, BY-LAWS, DIRECTORS, AND OFFICERS

2.1 Articles of Incorporation

The Articles of Incorporation of the Survivor, as in effect on the Effective Date of the Merger, shall continue in full force and effect unless and until subsequently amended as the Articles of Incorporation of the Survivor.

2.2 Code of Regulations

The Code of Regulations of the Survivor, as in effect on the Effective Date of the Merger, shall continue in full force and effect, unless and until subsequently amended, as the Code of Regulations of the Survivor.

2.3 Directors and Officers

The Directors of the Survivor, in office on the Effective Date of the Merger, shall be the Directors of the Survivor until their successors have been duly elected and qualified.

The Officers of the Survivor, in office on the Effective Date of the Merger, shall be the Officers of the Survivor until their successors have been duly elected and qualified.

3. STATUS OF CAPITAL STOCK

3.1 Issued Shares of Constituent Corporations. All issued shares of the Constituent Corporations immediately prior to the Effective Date of the Merger shall, by virtue of the Merger be canceled on the Effective Date of the Merger.

3.2 Shares of Survivor. On the Effective Date of the Merger, the Survivor shall issue to each person who was a shareholder of the Constituent Corporations immediately prior to the Effective Date of the Merger, 100 common shares of Survivor for an aggregate total of 600 newly issued common shares of the Survivor (the "New Shares").

4. EFFECTIVE DATE

The Board of Directors of each of the Constituent Corporations shall take all action necessary in order that the Merger provided for herein shall be effective on the Effective Date of the Merger pursuant to the laws of the State of Florida and the State of Ohio. The "Effective Date of the Merger" shall be the date on which the Merger has become effective pursuant to the laws of the State of Florida and the State of Ohio.

5. SERVICE OF PROCESS AND RIGHTS OF DISSENTING SHAREHOLDERS OF SANFORD

The Survivor hereby agrees and gives its consent that (a) it may be sued and served with process in the State of Florida in any proceeding for the enforcement of any obligation of

Sanford or in respect of the rights of a dissenting shareholder of Sanford; (b) the Secretary of State of Florida is irrevocably appointed as its agent to accept service of process in any proceeding in the State of Florida to enforce against the Survivor any obligation of Sanford, or to enforce the rights of a dissenting shareholder of Sanford; and (c) it will promptly pay to dissenting shareholders, if any, of Sanford the amount, if any, to which they shall be entitled pursuant to Section 607.1302 of the Florida Statutes.

6. ADDITIONAL DOCUMENTS

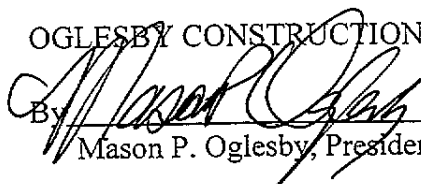
The Merging Corporations hereby agree, from time to time and at any time, before or after the Effective Date of the Merger as and when requested by Survivor or its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken all such other action, as Survivor may deem necessary or desirable in order to vest in and to confirm to Survivor title to and possession of any property of the Merging Corporations acquired or to be acquired by reason of, or as a result of, the Merger provided for herein, and otherwise to carry out the intent and purposes hereof.

7. TERMINATION

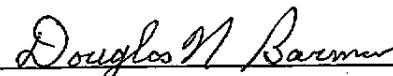
Notwithstanding anything contained herein to the contrary, this Agreement and the Merger provided for herein may be terminated and abandoned at any time prior to the Effective Date of the Merger by the consent of the Boards of Directors of each of the Constituent Corporations.

IN WITNESS WHEREOF, the Constituent Corporations, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed by the President of each of the Constituent Corporations, all as of the day and year first written.

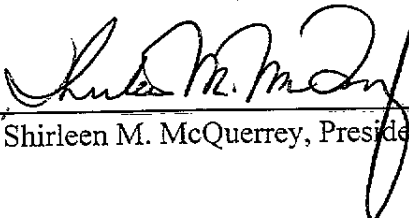
OGLESBY CONSTRUCTION, INC.

By 
Mason P. Oglesby, President

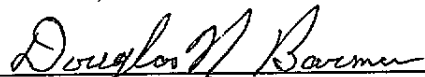
FIRELANDS CONCRETE PAVING, INC.

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HIGHWAY VALETS, INC.

By 
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MARKINGS, INC.

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