

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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## To:

Division of Corporations  
Fax Number : (850) 617-6380

## From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

**\*RE-SUBMIT\***

Please retain original filing  
date of submission 12/27

\*\*Enter the email address for this business entity to receive annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

**EFFECTIVE DATE**  
12/31/10

**MERGER OR SHARE EXCHANGE**  
**Bonsal American, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

*Merger*  
*@ 12/28/10*

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** BONSAL AMERICAN, 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:

Lynda Simpson

Contact Person

Oldcastle, Inc.

Firm/Company

375 Northridge Road, Suite 350

Address

Atlanta, Georgia 30350

City/State and Zip Code

lynda.simpson@oldcastleinc.com

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

For further information concerning this matter, please call:

Lynda Simpson

Name of Contact Person

At ( 770 )

677-2375

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



December 28, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BONSAL AMERICAN, INC.  
8201 ARROWRIDGE BOULEVARD  
CHARLOTTE, NC 28224US

SUBJECT: BONSAL AMERICAN, INC.  
REF: F01000005410

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE CORPORATE NAME MUST BE ON THE FAX COVER SHEET.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H10000276468  
Letter Number: 410A00029876

RECEIVED  
10 DEC 28 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12/31/10

**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)
<u>BONSAL AMERICAN, INC.</u>	<u>DELAWARE</u>	<u>P01000005410</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>AMERIMIX INDUSTRIES, INC.</u>	<u>FLORIDA</u>	<u>P98000029484</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 12 / 31 / 2010 (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.)

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 12/15/2010 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 12/15/2010 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
10 DEC 27 PM 3:41  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

AMERIMIX INDUSTRIES, INC.

*Michael Schaeffer*

MICHAEL SCHAEFFER, SECRETARY

BONAL AMERICAN, INC.

*Gary P. Hickman*

GARY P. HICKMAN, ASST. SEC.

## PLAN OF MERGER

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:

### Jurisdiction

DELAWARE

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

### Jurisdiction

**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:

At the effective time and date of the merger, the shares of the Non-Surviving Corporation shall be cancelled and retired. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

*(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:

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:

*See attached Agreement and Plan of Merger.*

**AGREEMENT AND PLAN OF MERGER**

By and Between

**AMERIMIX INDUSTRIES, INC.**

(a Florida corporation)

and

**BONSAL AMERICAN, INC.**

(a Delaware corporation)

THIS AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "*Agreement*"), made and entered into this 31<sup>st</sup> day of December, 2010, by and between Amerimix Industries, Inc., a Florida corporation and Bonsal American, Inc., a Delaware corporation, (said entities being hereinafter referred to as the "*Constituent Corporations*"):

WITNESSETH:

WHEREAS, the Board of Directors of the Constituent Corporations deems it advisable and for the benefit of each of said entities that Amerimix Industries, Inc., a Florida corporation merge with and into Bonsal American, Inc., a Delaware corporation.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements hereinafter contained, it is hereby agreed by and between the parties hereto, subject to the approval by each of the sole shareholders of Amerimix Industries, Inc. and Bonsal American, Inc., that pursuant to the provisions of the Florida Business Corporation Act, and Delaware General Corporation Law, Amerimix Industries, Inc. (hereinafter referred to as the "*Non-Surviving Corporation*"), be merged with and into Bonsal American, Inc. (said corporation hereinafter referred to as the "*Surviving Corporation*"), and thereafter the individual existence of the Non-Surviving Corporation shall cease. The terms and conditions of the merger hereby agreed upon shall be as follows:

1. The Certificate of Incorporation of the Surviving Corporation at the effective time and date of the merger shall be the Certificate of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

2. The bylaws of the Surviving Corporation at the effective time and date of the merger shall be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

3. The directors and officers of the Surviving Corporation in office at the effective time and date of merger shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the



election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

4. At the effective time and date of the merger, the shares of the Non-Surviving Corporation shall be cancelled and retired. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

5. This Agreement shall be submitted to the sole shareholder of the Non-Surviving Corporation for its approval or rejection in accordance with the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law.

6. In the event that the Agreement shall have been approved by the sole shareholder of the Non-Surviving Corporation, the Constituent Corporations hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Florida and Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The officers and directors of the Constituent Corporations are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.