

Division of Corporations

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TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE
PROGRESSIVE WASTE SOLUTIONS OF FL, INC.**

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Progressive Waste Solutions of FL, 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:

Thomas J. Fowler

Contact Person

IESI Corporation

Firm/Company

2301 Eagle Parkway, Suite 200

Address

Fort Worth, Texas 76177

City/State and Zip Code

tfowler@iesi.com

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

For further information concerning this matter, please call:

Dusty Coates

Name of Contact Person

At

(817) 632-4262

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

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ARTICLES OF MERGER

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name, jurisdiction and document number of the surviving corporation (the "Surviving Corporation") are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
<u>Progressive Waste Solutions of FL, Inc.</u>	<u>Delaware</u>	<u>F03000006157</u>

Second: The name, jurisdiction and document number of the merging corporation (collectively, the "Merging Corporation") are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
<u>Choice Environmental Services, Inc.</u>	<u>Florida</u>	<u>P04000025188</u>

Third: The Merging Corporation is hereby merged with and into the Surviving Corporation and the separate existence of Merging Corporation shall cease and the Surviving Corporation shall be the surviving corporation in the merger. A copy of the plan of merger is attached hereto (the "Plan of Merger") and made a part hereof by reference as if fully set forth herein.

Fourth: The merger shall become effective as of 12:01 a.m. on September 3, 2013 (the "Effective Date").

Fifth: The Plan of Merger was adopted and approved by the unanimous written consent of the board of directors of the Surviving Corporation on August 29, 2013 and pursuant to section 607.1104, Florida Statutes, shareholder approval was not required.

Sixth: The Plan of Merger was adopted and approved by the unanimous written consent of the board of directors of the Merging Corporation on August 29, 2013 and pursuant to section 607.1104, Florida Statutes, shareholder approval was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger as of this 29th day of August, 2013.

Merging Corporation:
Choice Environmental Services, Inc.

By: Thomas J. Fowler
Vice President, Secretary & General Counsel

Surviving Corporation:
Progressive Waste Solutions of FL, Inc.

By: Thomas J. Fowler
Vice President Secretary & General Counsel

PLAN OF MERGER

THIS PLAN OF MERGER ("**Plan of Merger**") dated this 29th day of August 2013, has been adopted and approved by and between Progressive Waste Solutions of FL, Inc. , a Delaware corporation ("**Progressive**" or the "**Surviving Corporation**"), and Choice Environmental Services, Inc., a Florida corporation ("**Choice**" or the "**Merging Corporation**").

RECITALS

WHEREAS, the Merging Corporation is corporation duly organized and existing under and by virtue of the laws of the State of Florida and is a wholly-owned subsidiary of Progressive, a corporation duly organized and existing under and by virtue of the laws of the State of Delaware;

WHEREAS, Progressive and Choice have determined that Choice should be merged into Progressive, pursuant to section 607.1104 of the Florida Statutes and section 253 of the General Corporation Law of Delaware , with Progressive continuing as the surviving corporation of the merger;

WHEREAS, this Plan of Merger has been adopted and approved by the unanimous written consent of the board of directors of the Surviving Corporation;

WHEREAS, this Plan of Merger has been adopted and approved by the unanimous written consent of the board of directors of the Merging Corporations;

WITNESSETH

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the following terms and conditions of the said merger and mode of carrying the same into effect as follows:

First: The name and jurisdiction of the **Surviving** Corporation owning all of the outstanding shares of each class of the Merging Corporation:

<u>Name</u>	<u>Jurisdiction</u>
Progressive Waste Solutions of FL, Inc.	Delaware

Second: The name and jurisdiction of the **Merging** Corporation:

<u>Name</u>	<u>Jurisdiction</u>
Choice Environmental Services, Inc.	Florida

Third: As of 12:01 a.m. on September 3, 2013 (the "**Effective Date**") and subject to the terms and conditions of this Plan of Merger and in accordance with section 607.1104 of the Florida Statutes and section 253 of the General Corporation Law of Delaware, Choice shall be merged with

and into Progressive, and shall cease (except insofar as it may be continued by statute or in order to carry out the purposes of this Plan of Merger) and Progressive shall continue as the Surviving Corporation.

Fourth: At the Effective Date all of the property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Merging Corporation shall become the debts, liabilities and duties of the Surviving Corporation.

Fifth: The Articles of Incorporation of Progressive in effect on the Effective Date shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until thereafter amended.

Sixth: The By-Laws of Progressive in effect on the Effective Date shall continue in full force and effect as the By-Laws of the Surviving Corporation until thereafter altered, amended or repealed.

Seventh: The directors and officers of Progressive on the Effective Date shall continue in office as directors and officers of the Surviving Corporation immediately after the Effective Date.

Eighth: The manner and basis of converting the interests, shares, obligations or other securities of the Merged Corporation into the interests, shares, obligations or other securities of the Surviving Corporation, in whole or in part, into cash or other property are as follows:

1. Each share of capital stock of the Surviving Corporation that is issued and outstanding at the Effective Date of the merger shall remain issued and outstanding.
2. All of the issued and outstanding shares of capital stock of the Merged Corporation shall be canceled as of the Effective Date of the merger without compensation.

Ninth: Pursuant to section 607.1104, Florida Statutes, and section 253 of the General Corporation Law of Delaware, this Plan of Merger was adopted and approved by the unanimous written consent of the board of directors of the Merging Corporation and the Surviving Corporation on August 29, 2013.