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merger

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TALLAHASSEE, FLORIDA

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3/31/05



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 286184 4326591

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizant

ORDER DATE : March 30, 2005

ORDER TIME : 11:06 AM

ORDER NO. : 286184-010

CUSTOMER NO: 4326591

CUSTOMER: Ms. Amy Coates
Fowler White Boggs Banker P.a.
Suite 1700
501 East Kennedy Boulevard
Tampa, FL 33602

ARTICLES OF MERGER

EAGLE SUPPLY, INC.

INTO

EAGLE SUPPLY GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

**STATE OF FLORIDA
ARTICLES OF MERGER OF**

EAGLE SUPPLY, INC.
a Florida corporation

INTO

EAGLE SUPPLY GROUP, INC.
a Delaware corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), the Delaware parent corporation and its wholly-owned Florida subsidiary corporation named below do hereby adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors of Eagle Supply Group, Inc., a Delaware corporation (the "Parent"), as of the 14th day of February, 2005, the approval of the Parent's shareholder is not required. The approvals of the Board of Directors and shareholder of Eagle Supply, Inc., a Florida corporation (the "Subsidiary"), are not required and the sole shareholder of the Subsidiary waives the mailing requirement and the thirty day waiting period for filing these Articles set forth in Section 607.1104 of the FBCA.

SECOND: The merger of the Subsidiary with and into the Parent is permitted by the laws of the jurisdiction of organization of Parent and is in compliance with said laws.

THIRD: The Effective Date of these Articles of Merger shall be the date and time filed with the Florida Secretary of State in accordance with the FBCA.

FOURTH: At the Effective Date, the following actions shall occur in accordance with the Plan of Merger:

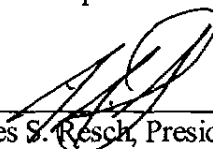
- a. The Subsidiary shall be merged with and into the Parent, with the Parent as the surviving corporation (hereinafter, the "Merger").
- b. The Certificate of Incorporation of the Parent as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Certificate of Incorporation of the Parent following the Merger.
- c. The Parent owns 100% of the outstanding capital stock of the Subsidiary so that as a result of the Merger, each share of the Subsidiary's issued and outstanding common stock shall, by virtue of the Merger and without any action on the part of the Parent, be cancelled and retired and shall cease to exist and no consideration shall be delivered in exchange therefor.

- d. The Parent is deemed to appoint the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or rights of dissenting shareholders of the Subsidiary, if any, and the Parent agrees to promptly pay to the dissenting shareholders of the Subsidiary, if any, the amount to which they are entitled under the FBCA.
- e. The address of the principal office of the Parent is 501 North Reo Street, Tampa, Florida 33609.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 14th day of February, 2005.

PARENT CORPORATION:

EAGLE SUPPLY GROUP, INC.,
a Delaware corporation

By: 
James S. Resch, President

SUBSIDIARY CORPORATION:

EAGLE SUPPLY, INC.,
a Florida corporation

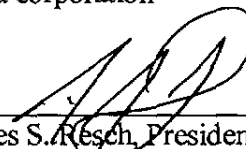
By: 
James S. Resch, President

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER was adopted by the Board of Directors of Eagle Supply Group, Inc., a Delaware corporation ("Parent"), as of the 14th day of February, 2005.

WITNESSETH:

WHEREAS, Eagle Supply, Inc., a Florida corporation ("Subsidiary"), desires to merge with and into Parent, with Parent being the surviving corporation (hereinafter called the "Merger"), and Parent's corporate existence as a continuing corporation under the laws of the State of Delaware shall not be affected in any manner by reason of the merger except as set forth herein.

WHEREAS, Parent owns 100% of the issued and outstanding shares of the common stock of Subsidiary, which is the only outstanding class of capital stock of Subsidiary.

WHEREAS, the Board of Directors of Parent has determined that it is advisable that Subsidiary be merged with and into Parent, on the terms and conditions set forth herein and in accordance with the applicable provisions of the Florida Business Corporation Act (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL").

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants and provisions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

1. The term "Effective Date" shall mean the later of the dates, if different, on which the Articles of Merger is filed with the Secretary of State of the State of Florida and the Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware.

2. On the Effective Date, (a) Subsidiary shall be merged with and into Parent; (b) the separate existence of Subsidiary shall cease at the Effective Date and the existence of Parent shall continue unaffected and unimpaired by the Merger except as set forth herein; (c) Parent shall continue and be governed by the laws of the State of Delaware; (d) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to Subsidiary shall be taken and be deemed to be transferred to and vested in Parent and shall be thereafter as effectively the property of Parent as they were the property of Subsidiary; and (e) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in Subsidiary shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in Parent. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of Subsidiary shall

be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of Subsidiary shall thenceforth attach to Parent and may be enforced against it to the same extent as they had been incurred or contracted by it.

ARTICLE II

EFFECTS OF THE MERGER

At the Effective Date, Parent shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Subsidiary, and shall be responsible and liable for all liabilities and obligations of Subsidiary, all as more particularly set forth in the FBCA and the DGCL.

ARTICLE III

TERMS OF THE TRANSACTION; CONVERSION OF SHARES

Parent owns 100% of the outstanding capital stock of Subsidiary so that as a result of the Merger, each share of Subsidiary's issued and outstanding common stock shall, by virtue of the Merger and without any action on the part of Parent, be cancelled and retired and shall cease to exist and no consideration shall be delivered in exchange therefor.

ARTICLE IV

APPROVAL

This Plan of Merger was adopted and approved by the Board of Directors of Parent. The approvals of the Board of Directors and sole shareholder of Subsidiary and sole shareholder of Parent are not required.

ARTICLE V

CERTIFICATE OF INCORPORATION AND BYLAWS

The Certificate of Incorporation and Bylaws of Parent in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Certificate of Incorporation and Bylaws of Parent until the same shall be altered, amended or repealed.

ARTICLE VI

BOARD OF DIRECTORS AND OFFICERS

The Board of Directors and officers of Parent immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the directors and officers of Parent until the directors' and officers' successors are elected and qualified or until their earlier death, resignation or removal.

ARTICLE VII

ASSIGNMENT

If at any time Parent shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Parent the title to any property or rights of Subsidiary, or to otherwise carry out the provisions of this Plan, the proper officers and directors of Subsidiary as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in Parent.

ARTICLE VIII

AMENDMENT

At any time before the filing of the Articles of Merger with the Secretary of State of the State of Florida and Certificate of Ownership and Merger with the Secretary of State of the State of Delaware to be filed in connection with this Plan, the directors of Parent may amend this Plan.

ARTICLE IX

TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of Parent, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Parent. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Parent or Subsidiary, or their directors, officers, employees, agents, or shareholders.
