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EXPIRATION DATE
06-30-06

RECEIVED

06 JUN -8 PM 12:01

STATE
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

FILED

2006 JUN -8 PM 4:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

C. Ocullette JUN 08 2006



CT
Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

June 8, 2006

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 6658066 SO
Customer Reference 1: 05707-00002
Customer Reference 2:

Dear Department of State, Florida:

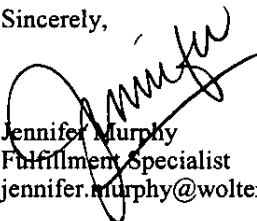
Please file the attached:

House of Threads (Birmingham), Inc. (AL)
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,



Jennifer Murphy
Fulfillment Specialist
jennifer.murphy@wolterskluwer.com

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: House of Threads (Birmingham), 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:

Terry McElheny, Esquire
(Contact Person)

Dominick, Fletcher, Yeilding, Wood & Lloyd, P.A.
(Firm/Company)

2121 Highland Avenue South
(Address)

Birmingham, Alabama 35205
(City/State and Zip Code)

For further information concerning this matter, please call:

Terry McElheny At (205) 271-9616
(Name of Contact Person) (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)
House of Threads (Birmingham), Inc.	Alabama	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tampa Bolt and Screw Co., Inc.	Florida	
Miami Bolt & Screw Co	Florida	
Orlando Bolt & Screw Co	Florida	
Florida Screw & Bolt Company	Florida	

EFFECTIVE DATE
06-30-06

2006 JUN -8 PM 4: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 06 / 30 / 06 (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 February 28, 2006.

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

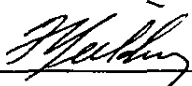

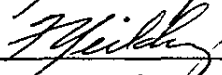


Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 28, 2006.

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

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Tampa Bolt and Screw Co., Inc.		Fletcher Yeilding, President
Miami Bolt & Screw Co.		Fletcher Yeilding, President
Orlando Bolt & Screw Co.		Fletcher Yeilding, President
Florida Screw & Bolt Company		Fletcher Yeilding, President
House of Threads (Birmingham), Inc.		Fletcher Yeilding, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

House of Threads (Birmingham), Inc.

Alabama

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Tampa Bolt and Screw Co., Inc.

Florida

Miami Bolt & Screw Co.

Florida

Orlando Bolt & Screw Co.

Florida

Florida Screw & Bolt Company

Florida

Third: The terms and conditions of the merger are as follows:

See attached Plan of Merger

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

See attached Plan of Merger

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows: See attached Plan of Merger

PLAN OF MERGER

The Plan of Merger, duly adopted by the directors and shareholders of each corporation is as follows:

1. **Names of Merging Corporations.** The names of the merging corporations are: (i) Tampa Bolt and Screw Co., Inc., a corporation organized and existing under the laws of the State of Florida; (ii) Miami Bolt & Screw Co., a corporation organized and existing under the laws of the State of Florida; (iii) Orlando Bolt & Screw Co., a corporation organized and existing under the laws of the State of Florida; and (iv) Florida Screw and Bolt Company, a corporation organized and existing under the laws of the State of Florida (hereinafter, collectively, referred to as the "Merged Corporations"); and (v) House of Threads (Birmingham), Inc., a corporation organized and existing under the laws of the State of Alabama (hereinafter referred as the "Surviving Corporation"). The corporation to survive the merger is House of Threads (Birmingham), Inc.

2. **Terms, Conditions and Mode of Carrying into Effect of Merger.**

This merger shall be effective at 12:01 a.m. on June 30, 2006, upon the completion of (a) the execution and filing of these Articles of Merger in the Office of the Secretary of State of Alabama, as required by Section 10-2B-11.05 of the Alabama Code of 1975 and (b) the execution and filing of these Articles of Merger with the Department of State of Florida, as required by Section 607.1105 of the 2005 Florida Statutes. Upon this merger becoming effective, the separate existence of each of the Merged

Corporations shall cease, except to the extent continued by statute, and all of their property, rights, privileges, franchises, obligations and liabilities of whatever nature and description shall be transferred to, vest in and devolve upon the Surviving Corporation without further act or deed.

3. **Manner and Basis of Converting Shares.** Every one (1) share of common stock of each of the Merged Corporations which is issued and outstanding as of the date this merger is effective shall, by virtue of this merger, and without any action on the part of the holder thereof, be converted into such number of shares of common stock (par value Ten Dollars (\$10.00) per share) of the Surviving Corporation, as shall be equal to the value of the shares of the Merged Corporations as determined by a valuation to be conducted by a valuation expert mutually-acceptable to the shareholders and directors of each of the Merged Corporations and of the Surviving Corporation. As of the date this merger is effective, each outstanding certificate theretofore representing shares of stock of each of the Merged Corporations shall be deemed to evidence ownership of shares of stock of the Surviving Corporation into which it was converted; and the Surviving Corporation shall issue to, or to the order of, the holder of record of said shares of stock of each of the Merged Corporations, upon the surrender thereof and in exchange therefor, a certificate or certificates evidencing ownership of said shares of stock of the Surviving Corporation into which it was converted. Every one (1) share of common stock (par value Ten Dollars (\$10.00) per share) of the Surviving Corporation shall continue to be one (1) share of common stock (par value

Ten Dollars (\$10.00) per share) of the Surviving Corporation. Fractional shares of the Surviving Corporation shall be issued to the extent necessary to effectuate this merger.

4. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall continue in full force and effect from and after the effective date of the merger, until such Articles of Incorporation may be amended in accordance with applicable law.

5. **Post-Merger Amendment of Articles of Incorporation.** The Surviving Corporation reserves the right and power, after the date this merger is effective, to alter, amend, change, repeal or restate any of the provisions contained in its Articles of Incorporation in the manner now or hereafter provided by statute, and all rights conferred on officers, directors or shareholders are subject to this reservation.

6. **Bylaws.** The Bylaws of the Surviving Corporation, as such Bylaws exist on the date this merger is effective, shall remain and be the Bylaws of the Surviving Corporation until altered, amended, or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by applicable provisions of law.

7. **Directors.** The Directors of the Surviving Corporation as of the date the merger is effective shall continue in office until the next annual meeting of the shareholders thereof.

8. **Officers.** The Officers of the Surviving Corporation as of the date the merger is effective shall continue in office until the next annual meeting of the Board of Directors of the Surviving Corporation, or until their successors shall be elected and shall qualify.

9. **Service of Process.** The Surviving Corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Tampa Bolt and Screw Co., Inc., Miami Bolt & Screw Co., Orlando Bolt & Screw Co. or Florida Screw and Bolt Company, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to Section 607.1302 of the 2005 Florida Statutes; and the Surviving Corporation irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any suit or other proceeding and specifies that a copy of such process shall be mailed to by the Secretary of State to House of Threads (Birmingham), Inc., 144 Industrial Drive, Birmingham, Alabama, 35211, Attention: President.

10. **Termination of Merger.** This merger may be terminated at any time prior to the date this merger is effective, by the Board of Directors of any of the Merged Corporations or by the Board of Directors of the Surviving Corporation, notwithstanding approval thereof by the shareholders of any of said corporations.