

F94000002317

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106084318

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Peoples Crystal Ice Co.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

FILED
97 DEC 11 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

Handwritten signature and date 12/12

Examiner's Initials

F94000002317

ARTICLES OF MERGER
Merger Sheet

MERGING:

PEOPLES CRYSTAL ICE COMPANY, a Florida corporation, document number
376472

into

PACKAGED ICE, INC., a Texas corporation F94000002317

File date: December 11, 1997

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF
PEOPLES CRYSTAL ICE COMPANY, a Florida corporation
AND
PACKAGED ICE, INC., a Texas corporation

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TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Peoples Crystal Ice Company ("Peoples") with and into Packaged Ice, Inc. ("Packaged Ice") as approved by the Board of Directors of Peoples on November 30, 1997, and adopted by unanimous consent by the Board of Directors of Packaged Ice on November 30, 1997.

SECOND: The merger of Peoples with Packaged Ice is permitted by the laws of the State of Texas (the state of incorporation of Packaged Ice) and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Packaged Ice was November 30, 1997.

THIRD: Packaged Ice is the sole shareholder of Peoples and hereby consents to the merger of Peoples into Packaged Ice.

[SIGNATURE PAGE FOLLOWS]

[ARTICLES OF MERGER SIGNATURE PAGE]

Executed this 30th day of November 1997

PEOPLES CRYSTAL ICE COMPANY

By: James F. Stuart
Name: James F. Stuart
Capacity: Chief Executive Officer

PACKAGED ICE, INC.

By: James F. Stuart
Name: James F. Stuart
Capacity: Chief Executive Officer

**PLAN OF MERGER
OF
PEOPLES CRYSTAL ICE COMPANY, a Florida corporation
AND
PACKAGED ICE, INC., a Texas corporation**

1. Packaged Ice, Inc. ("Packaged Ice"), which is a business corporation of the State of Texas and is the parent corporation and owner of all of the outstanding shares of Peoples Crystal Ice Company ("Peoples"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Peoples into Packaged Ice pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the State of Texas.
2. The separate existence of Peoples shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Packaged Ice shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of Peoples shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Packaged Ice are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or to put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Executed this 30 day of November, 1997

PEOPLES CRYSTAL ICE COMPANY

By: James F. Stuart
Name: JAMES F. STUART
Capacity: C.E.O.

PACKAGED ICE, INC.

By: James F. Stuart
Name: JAMES F. STUART
Capacity: C.E.O.

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
PEOPLES CRYSTAL ICE COMPANY**

The undersigned, constituting the sole member of the Board of Directors of PEOPLES CRYSTAL ICE COMPANY, a Florida corporation (the "Corporation"), hereby adopt the following resolutions by unanimous consent:

WHEREAS, all of the Corporation's issued and outstanding capital stock has been purchased by Packaged Ice, Inc., a Texas corporation; and

WHEREAS, the Board of Directors of Packaged Ice, Inc. has approved the merger of the Corporation into Packaged Ice, Inc. whereby Packaged Ice, Inc. will be the surviving corporation; and

WHEREAS, the Corporation now desires to be merged into Packaged Ice, Inc. with Packaged Ice, Inc. being the surviving corporation.

NOW, THEREFORE, BE IT

RESOLVED, that the Board of Directors of the Corporation does hereby approve of the merger of the Corporation into Packaged Ice, Inc. (the "Merger"), and it is further

RESOLVED, that the President or Chief Executive Officer of the Corporation is hereby authorized, empowered and directed to execute the necessary forms and documents to carry out these resolutions, and it is further

RESOLVED, that the forms and documents necessary to carry out the Merger may be modified or amended by the Chief Executive Officer or President, in their respective sole discretion, in order to carry out the purposes of such or to consummate the transactions contemplated thereby, and the Merger forms and documents and any amendments thereto, shall contain such terms and provisions as the Chief Executive Officer or President may deem to be in the best interests of the Corporation, their respective signature thereto being conclusive evidence of their respective approval thereof and the approval of this Board of Directors; and it is further

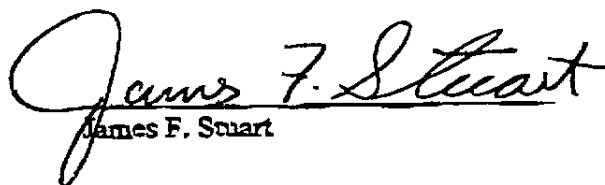
RESOLVED, that the Chief Executive Officer or President of the Corporation, acting on behalf of the Corporation, is hereby authorized and directed to do any and all things deemed necessary or advisable and in the best interest of the Corporation, in his sole discretion, to consummate the Merger; and it is further

RESOLVED, that in connection with the closing and consummation of the foregoing Merger, the Chief Executive Officer or President of the Corporation is hereby authorized and directed to execute and deliver, modify and amend in the name of and on behalf of the Corporation all instruments, documents, certificates and agreements reasonably required or contemplated in connection therewith.

[SIGNATURE PAGE FOLLOWS]

[SIGNATURE PAGE TO PEOPLES CRYSTAL ICE COMPANY
CONSENT TO MERGER INTO PACKAGED ICE, INC.]

IN WITNESS WHEREOF, the undersigned have executed these Resolutions as of
this 20th day of November, 1997.


James F. Stuart

CONSTITUTING THE SOLE
MEMBER OF THE BOARD OF
DIRECTORS OF PEOPLES
CRYSTAL ICE COMPANY.