

# F9700000608

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CORPORATION(S) NAME

*The Stanley Works*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
1/2/2000

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THANKS  
LAURA EARNEST

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

STANLEY REAL ESTATE HOLDING CORP., a Florida corp., 457875

into

**THE STANLEY WORKS INCORPORATED,** a Connecticut entity  
F97000006088

File date: December 23, 1999 , effective January 2, 2000

Corporate Specialist: Susan Payne

**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, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Stanley Works</u>	<u>Connecticut</u>

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**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Stanley Real Estate Holding Corp.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

EFFECTIVE DATE  
11/2/2000

**Third:** The Plan of Merger is attached. As Exhibit A

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** 01 / 02 / 2000 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 December 15, 1999 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 December 16, 1999 and shareholder approval was not required.

*(Attach additional sheets if necessary)*



**Exhibit A**

**PLAN OF MERGER**

Plan of Merger, dated as of this 17th day of December, 1999.

**WHEREAS**, The Stanley Works ("Stanley") is a corporation duly organized and existing under the laws of the State of Connecticut and Stanley Real Estate Holding Corp. ("Subsidiary"), is a corporation duly organized and existing under the laws of the State of Florida; and

**WHEREAS**, Subsidiary has an authorized capital consisting of 10,000 shares of common stock, Par Value \$1.00 per share ("Subsidiary Common Stock"), of which, as of the date hereof, 10,000 shares are issued and outstanding, all of which are owned by Stanley; and

**WHEREAS**, The Board of Directors of Stanley and the Board of Directors of the Subsidiary deem it advisable that Subsidiary be merged with and into Stanley (the "Merger") as provided herein.

**NOW, THEREFORE**, the Board of Directors of Stanley and the Board of Directors of the Subsidiary hereby adopt this Plan of Merger.

**ARTICLE I**  
**Surviving Corporation**

In accordance with the applicable provisions of the Business Corporation Act of the State of Connecticut and the Florida Business Corporation Act, Subsidiary shall be merged with and into Stanley. Stanley shall be the surviving corporation and is herein sometimes referred to as the "Surviving Corporation."

**ARTICLE II**  
**Effect of the Merger**

Effective Date. The Merger shall become effective as of January 2, 2000 (the "Effective Date").

Effects of the Merger. At the Effective Date, (i) the separate existence of Subsidiary shall cease and Subsidiary shall be merged with and into Stanley, and (ii) the Certificate of Incorporation of Stanley shall remain unchanged and shall be the Certificate of Incorporation of the Surviving Corporation.

**ARTICLE III**  
**Manner and Basis of Converting the Shares**

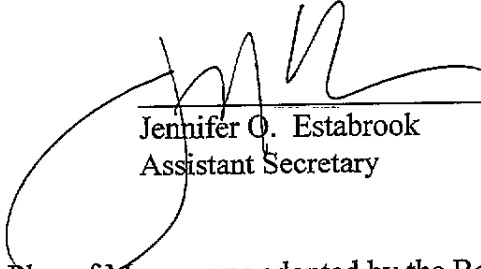
At the Effective Date, all of the assets and liabilities of Subsidiary shall become assets and liabilities of Stanley, and all shares of Subsidiary Common Stock then issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof or either Stanley or Subsidiary, be canceled and retired and cease to exist.

**ARTICLE IV**  
**Statement Required By Section 607.1104 of the Florida Statutes**

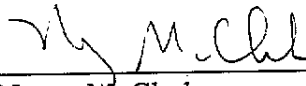
If applicable, shareholders of the Subsidiary, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 of the Florida Statutes regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

\* \* \* \* \*

I hereby certify that the foregoing Plan of Merger was adopted by the Board of Directors of The Stanley Works at a meeting duly noticed and held for such purposes on the 15th day of December, 1999.

  
\_\_\_\_\_  
Jennifer O. Estabrook  
Assistant Secretary

I hereby certify that the foregoing Plan of Merger was adopted by the Board of Directors of Stanley Real Estate Holding Corp. by unanimous written consent dated December 16, 1999.

  
\_\_\_\_\_  
Nancy M. Clark  
Assistant Secretary