

G36615

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE
CITY ELECTRIC SUPPLY COMPANY**

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*Merger
XO eff 3/24*

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C. MUSTAIN



March 26, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CITY ELECTRIC SUPPLY COMPANY
6827 N.O.B.T. (SUITE 2)
P.O. BOX 509521
ORLANDO, FL 32860-9521US

SUBJECT: CITY ELECTRIC SUPPLY COMPANY
REF: G36615

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please provide a Florida document number for each Corporation in the Merger. There is no entity by the name "COLORADO ELECTRIC SUPPLY COMPANY", a Florida Corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H12000078390
Letter Number: 112A00010197

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

1. In accordance with Section 607.1105 of the Florida Statutes, CITY ELECTRIC SUPPLY COMPANY, a Florida corporation"), document number G36615, (hereinafter referred to as "CITY ELECTRIC, hereby files these Articles of Merger with the Secretary of State of the State of Florida in order to merge COLORADO ELECTRIC SUPPLY COMPANY, a Florida corporation, document number P12000029267, (hereinafter referred to as "COLORADO ELECTRIC"), into CITY ELECTRIC.

2. A copy of the Agreement and Plan of Merger between CITY ELECTRIC and COLORADO ELECTRIC is attached to these Articles of Merger as an exhibit.

3. The merger shall become effective upon the date that these Articles of Merger are filed with the Secretary of State of the State of Florida.

4. The Agreement and Plan of Merger was approved by the Board of Directors of CITY ELECTRIC by unanimous written consent on March 25, 2012.

5. Since CITY ELECTRIC owns all of the issued and outstanding capital stock of COLORADO ELECTRIC, there merger does not require the approval of the shareholders of either CITY ELECTRIC or COLORADO ELECTRIC.

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6. There are no shareholders of COLORADO ELECTRIC that would have the right to dissent from the merger under Section 607.1302 of the Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger were signed by an authorized officer of CITY ELECTRIC and COLORADO ELECTRIC this 26th day of March, 2012.

CITY ELECTRIC SUPPLY COMPANY

By: [Signature]
THOMAS A. HARTLAND-MACKIE, President

COLORADO ELECTRIC SUPPLY COMPANY

By: [Signature]
THOMAS A. HARTLAND-MACKIE, President

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing Articles of Merger were subscribed and acknowledged before me this 26th day of March, 2012, by THOMAS A. HARTLAND-MACKIE, who is the President of CITY ELECTRIC SUPPLY COMPANY, a Florida corporation, and who is either personally known to me or who has produced his driver's license as identification.

[Signature]
Notary Public, State of Florida

My Commission Expires:

- 2 -



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STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

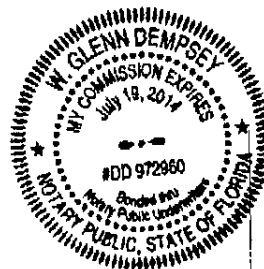
The foregoing Articles of Merger were subscribed and acknowledged before me this 26th day of March, 2012 by THOMAS A. HARTLAND-MACKIE, who is the President of COLORADO ELECTRIC SUPPLY COMPANY, a Florida corporation, and who is either personally known to me or who has produced his driver's license as identification.



Notary Public, State of Florida

My Commission Expires:

WGD\Doc2012\City-Colorado Electric Supply Company - Articles of Merger



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Exhibit
AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is effective this 26th day of March, 2012 (the "Agreement"), by and between COLORADO ELECTRIC SUPPLY COMPANY, a Florida corporation (hereinafter referred to as "COLORADO ELECTRIC") and CITY ELECTRIC SUPPLY COMPANY, a Florida corporation (hereinafter referred to as "CITY ELECTRIC").

RECITALS

WHEREAS, COLORADO ELECTRIC is a corporation duly organized and existing under the laws of the State of Florida, having been domesticated as a Florida corporation by a Certificate of Domestication filed on March 26, 2012; and

WHEREAS, CITY ELECTRIC is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated by Articles of Incorporation filed on May 3, 1983; and

WHEREAS, CITY ELECTRIC and COLORADO ELECTRIC are each engaged in the electrical wholesale business and operate under the name "City Electric Supply"; and

WHEREAS, CITY ELECTRIC owns all of the issued and outstanding capital stock of COLORADO ELECTRIC; and

WHEREAS, the Board of Directors of CITY ELECTRIC deem it advisable and in the best interest of each corporation that COLORADO ELECTRIC be merged into CITY ELECTRIC upon the terms and conditions herein provided.

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein set forth, COLORADO ELECTRIC and CITY ELECTRIC hereby agree as follows:

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I. MERGER

1.1 Merger. Upon the Effective Date of the Merger, COLORADO ELECTRIC shall be merged with and into CITY ELECTRIC, and the separate existence of COLORADO ELECTRIC shall cease and CITY ELECTRIC shall be the corporation surviving the merger.

1.2 Effective Date of the Merger. The merger of COLORADO ELECTRIC into CITY ELECTRIC shall become effective upon the date that these Articles of Merger are filed with the Secretary of State of the State of Florida. The date and time when the merger shall become effective is herein called the "Effective Date of the Merger."

1.3 Effect of Merger. Upon the Effective Date of the Merger, the separate existence of COLORADO ELECTRIC shall cease, and CITY ELECTRIC, as the surviving corporation (i) shall continue to own and possess all of the assets, rights, powers and property that it owned immediately prior to the merger, (ii) shall be subject to all actions previously taken by the Board of Directors of COLORADO ELECTRIC and CITY ELECTRIC, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of COLORADO ELECTRIC, as provided under the applicable provisions of the Florida Business Corporation Act, (iv) shall continue to be subject to all of its debts, liabilities and obligations as it had immediately prior to the merger, and (v) shall succeed without other transfer to all of the debts, liabilities and obligations of COLORADO ELECTRIC in the same manner as if CITY ELECTRIC had itself incurred them, as provided under the applicable provisions of the Florida Business Corporation Act.

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II. MANNER AND CONVERSION OF STOCK

2.1 Cancellation of Shares of COLORADO ELECTRIC. Upon the Effective Date of the Merger, each issued and outstanding share of common stock of COLORADO ELECTRIC shall be cancelled and retired and shall cease to exist, and no stock of CITY ELECTRIC or other consideration shall be delivered in exchange therefor.

III. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

3.1 Articles of Incorporation. On the Effective Date of the Merger, the Articles of Incorporation of CITY ELECTRIC shall be the Articles of Incorporation of the surviving corporation until further amended as provided by law.

3.2 By-Laws. On the Effective Date of the Merger, the By-Laws of CITY ELECTRIC shall be the By-Laws of the surviving corporation, until the same shall be altered, amended, or repealed, or until new By-Laws shall be adopted in accordance with the provisions thereof.

3.3 Directors and Officers. On the Effective Date of the Merger, the Board of Directors and officers of CITY ELECTRIC shall become the Board of Directors and officers of the surviving corporation, and shall continue in that capacity until their successors are duly elected and qualified.

IV. GENERAL

4.1 Further Assurances. From time to time, as and when required by CITY ELECTRIC or by its successors or assigns, there shall be executed and delivered on behalf of COLORADO ELECTRIC, such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or

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conform of record CITY ELECTRIC's title to and possession of all of the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of COLORADO ELECTRIC, and otherwise to carry out the purposes of this Agreement, and the officers and directors of CITY ELECTRIC are fully authorized in the name and on behalf of COLORADO ELECTRIC or otherwise to take any and all such action and to execute and deliver in all such deeds or other instruments.

4.2 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the merger may be abandoned for any reason whatsoever by the Board of Directors of CITY ELECTRIC.

4.3 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, this Agreement and Plan of Merger was signed by an authorized officer of CITY ELECTRIC SUPPLY COMPANY and COLORADO ELECTRIC SUPPLY COMPANY on the day and year indicated above.

CITY ELECTRIC SUPPLY COMPANY

By: 
THOMAS A. HARTLAND-MACKIE, President

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COLORADO ELECTRIC SUPPLY COMPANY

By: [Signature]
 THOMAS A. HARTLAND-MACKIE, President

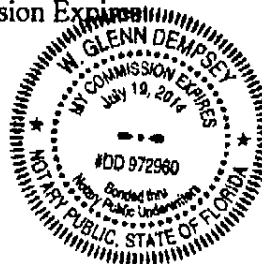
STATE OF FLORIDA)
)
 COUNTY OF PALM BEACH)

The foregoing Agreement and Plan of Merger was subscribed and acknowledged before me this 26th day of March, 2012 by THOMAS A. HARTLAND-MACKIE, who is the President of CITY ELECTRIC SUPPLY COMPANY, a Florida corporation, and who is either personally known to me or who has produced his driver's license as identification.

[Signature]
 Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA)
)
 COUNTY OF PALM BEACH)



The foregoing Agreement and Plan of Merger was subscribed and acknowledged before me this 26th day of March, 2012 by THOMAS A. HARTLAND-MACKIE, who is the President of COLORADO ELECTRIC SUPPLY COMPANY, a Florida corporation, and who is either personally known to me or who has produced his driver's license as identification.

[Signature]
 Notary Public, State of Florida

My Commission Expires:

