

G53542

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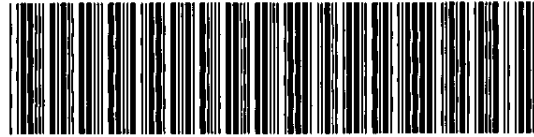
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
13 DEC 31 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
DEPARTMENT OF STATE
13 DEC 31 AM 10:59

Merger
1-2-14
DC

3/8/14



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : I20000000195

REFERENCE : 945229 81514A

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 70.00

ORDER DATE : December 30, 2013

ORDER TIME : 9:41 AM

ORDER NO. : 945229-005

CUSTOMER NO: 81514A

ARTICLES OF MERGER

POWERSCREEN OF FLORIDA EXPORT
SALES, INC.

INTO

POWERSCREEN OF FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
POWERSCREEN OF FLORIDA EXPORT SALES, INC., a Florida Corporation,
Into
POWERSCREEN OF FLORIDA, INC., a Florida Corporation

ARTICLES OF MERGER between POWERSCREEN OF FLORIDA EXPORT SALES, INC., a Florida Corporation ("Export") and POWERSCREEN OF FLORIDA, INC., a Florida Corporation ("Powerscreen").

Under Section 607.1105 of the Florida Business Corporation Act (the "Act"), Export and Powerscreen adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 31, 2013 between Export and Powerscreen was approved and adopted by the shareholders of Export on December 30, 2013 and was adopted by the shareholders of Powerscreen on December 30, 2013.

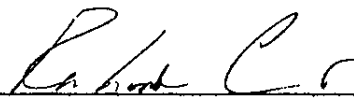
2. Under the Plan of Merger, all issued and outstanding shares of Export stock will be acquired by means of a merger of Export into Powerscreen with Powerscreen being the Surviving Corporation ("Merger").

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Under Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be at 11:59PM on December 31, 2013.

IN WITNESS WHEREOF, the parties have set their hands this 30th day of December, 2013.

POWERSCREEN OF FLORIDA, INC.


By: Richard Grant
Its President

POWERSCREEN OF FLORIDA EXPORT
SALES, INC.

By: Rafael A. Bournigal
Its President

FILED
13 DEC 31 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
POWERSCREEN OF FLORIDA EXPORT SALES, INC., a Florida Corporation,
Into
POWERSCREEN OF FLORIDA, INC., a Florida Corporation**

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POWERSCREEN OF FLORIDA, INC.

By: Richard Grant
Its President

POWERSCREEN OF FLORIDA EXPORT
SALES, INC.



By: Rafael A. Bourmigal
Its President

PLAN OF MERGER

Merger between POWERSCREEN OF FLORIDA, INC. (the "Surviving Corporation") and POWERSCREEN OF FLORIDA EXPORT SALES, INC., (the "Disappearing Corporation") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger (the "Plan") in accordance with Sections 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, in effect immediately before the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law.
2. Distribution to Shareholders. On the Effective Date, each share of the Disappearing Corporation's common stock that shall be issued and outstanding at that time shall be converted into and exchanged for one (1) share of Powerscreen of Florida, Inc., in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corporation's stock. In addition, each shareholder of the Disappearing Corporation shall be entitled to a cash payment from the Surviving Corporation equal to \$0 for each share of the Disappearing Corporation's stock that is being converted into and exchanged for the Surviving Corporation's stock.
3. Satisfaction of Rights of Disappearing Corporation's Shareholders. All shares of the Surviving Corporation's stock into which shares of the Disappearing Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Fractional Shares. Fractional shares of the Surviving Corporation's stock will not be issued.
5. Effective Merger. On the Effective Date, the separated existence of the Disappearing Corporation shall cease and the Surviving Corporation shall be fully vested in the Disappearing Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.
6. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carryout the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with Section 607.1105(1)(b) of the Act, the Articles of Merge shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after the filing of Article of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

SIGNATURES ON FOLLOWING PAGE

DATED this 30th day of December, 2013.

POWERSCREEN OF FLORIDA EXPORT SALES,
INC.


By: Rafael A. Bournigal, President

POWERSCREEN OF FLORIDA, INC.


By: Richard Grant, President