

G65542

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

GREENLAND ROAD PROPERTY, INC., a Florida corporation, document  
P97000047917

INTO

**J.B. COXWELL CONTRACTING, INC.,** a Florida corporation, G65542.

File date: November 14, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00



THE UNITED STATES  
CORPORATION  
COMPANY

G65542

ACCOUNT NO. : 072100000032

REFERENCE : 601414 4337667

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : November 14, 1997

ORDER TIME : 11:23 AM

ORDER NO. : 601414-005

CUSTOMER NO: 4337667

CUSTOMER: Jonathan R. Pond, Esq  
Willcox & Savage, P.c.  
1800 Nations Bank Center

300002347573--1

Norfolk, VA 23510

ARTICLES OF MERGER

GREENLAND ROAD PROPERTY, INC.

INTO

J.B. COXWELL CONTRACTING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
RECEIVED  
97 NOV 14 PM 4:12 97 NOV 14 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
CORPORATION

*Handwritten signature: Warren Whittaker*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 14, 1997

CSC  
WARREN WHITTAKER  
TALLAHASSEE, FL

SUBJECT: J.B. COXWELL CONTRACTING, INC.  
Ref. Number: G65542

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for J.B. COXWELL CONTRACTING, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 097A00054877

RECEIVED  
97 NOV 17 PM 3:37  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
GREENLAND ROAD PROPERTY, INC.  
INTO  
J.B. COXWELL CONTRACTING, INC.**

**FILED**  
97 NOV 14 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, Greenland Road Property, Inc., a Florida corporation, and J.B. Coxwell Contracting, Inc., a Florida corporation, adopt the following Articles of Merger:

1. J.B. Coxwell Contracting, Inc. and Greenland Road Property, Inc. both were incorporated and duly organized pursuant to the Business Corporation Act of the State of Florida.
2. The Plan of Merger dated as of November 12, 1997 between Greenland Road Property, Inc. and J.B. Coxwell Contracting, Inc. (the "Plan") is attached as Exhibit A, and incorporated by reference as if fully set forth herein.
3. Pursuant to Section 607.1105(1)(b) of the Florida Business Corporation Act, the date of the effectiveness of the merger shall be the day on which these Articles of Merger are filed with the Department of State of Florida.
4. The Plan was approved, adopted, and executed by Greenland Road Property, Inc. and J.B. Coxwell Contracting, Inc. in accordance with the requirements of Chapter 607 of the Florida Business Corporation Act. Approval of all the stockholders and directors of both Corporations has been received, and there are no dissents. The date of adoption for this Plan is November 12, 1997 for each of the corporation.
5. Pursuant to the Plan, Greenland Road Property, Inc. will be merged into J.B. Coxwell Contracting, Inc., and the name of the surviving corporation is J.B. Coxwell Contracting, Inc.
6. These Articles of Merger were adopted, approved and executed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties have set their hands as of the 12th day of November, 1997.

J.B. COXWELL CONTRACTING, INC.

By J. David Coxwell  
J. David Coxwell, President

GREENLAND ROAD PROPERTY, INC.

By J. David Coxwell  
J. David Coxwell, President

## **EXHIBIT A**

### **PLAN OF MERGER**

THIS PLAN OF MERGER, dated as of November 12, 1997, is by and between J.B. COXWELL CONTRACTING, INC., a Florida corporation ("Coxwell") and GREENLAND ROAD PROPERTY, INC., a Florida corporation ("GRP").

#### **RECITALS**

Coxwell is a corporation duly organized and existing under the laws of the State of Florida, and GRP is a corporation duly organized and existing under the laws of the State of Florida.

The respective boards of directors of Coxwell and GRP have determined that it is advisable that GRP be merged into Coxwell on the terms and conditions set forth herein, in order to achieve various savings, efficiencies and benefits, including elimination of the expense of maintaining the separate corporate existence and foreign qualifications of both constituent corporations, obtaining the credit and other benefits of combining the balance sheets and income statements of the constituent corporation, providing access to additional credit sources for GRP's operations, and diversifying Coxwell's business operations.

#### **PLAN**

In consideration of the mutual covenants and agreements herein contained, it is agreed that, in accordance with the applicable statutes of the State of Florida, GRP shall be and is merged into Coxwell as of the Effective Date (as defined in Article VI), and Coxwell shall be the

Surviving Corporation. The terms and conditions of such merger and the mode of carrying it into effect shall be as follows:

#### ARTICLE I - MERGER

On the Effective Date, GRP shall be merged into Coxwell, the separate existence of GRP shall cease, Coxwell shall continue in existence, and such merger shall in all respects have the effect provided for in Chapter 607 of the Florida Business Corporation Act.

The constituent corporations shall take all such actions as shall be necessary or appropriate in order to effectuate the merger. In case at any time after the Effective Date, the surviving corporation shall consider or be advised that any further assignments, conveyances, or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the constituent corporations shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

#### ARTICLE II - TERMS OF TRANSACTION

Upon the Effective Date, the outstanding shares of GRP Common Stock shall be canceled and each share of Coxwell Common Stock outstanding immediately prior to the Effective Date shall remain outstanding. GRP shall cease to exist, and Coxwell shall be the surviving corporation resulting from the merger of GRP and Coxwell. Pursuant to Section 607.1105(2) of the Florida Business Corporation Act, a copy of the Plan of Merger certified by the Department of State, may be filed in the office of the Clerk of Circuit Court in each county in the State of Florida in which real property of GRP is situated.

### ARTICLE III - ARTICLES OF INCORPORATION AND BYLAWS

From and after the Effective Date and until thereafter amended as provided by law, the Articles of Incorporation and Bylaws of Coxwell as in effect immediately prior to the Effective Date shall be the Articles of Incorporation and Bylaws of the surviving corporation.

### ARTICLE IV - DIRECTORS AND OFFICERS

The persons who are directors and officers of Coxwell immediately before the merger shall become the directors and officers of the surviving corporation and shall hold office as provided in the Articles of Incorporation and Bylaws of the surviving corporation.

### ARTICLE V - STOCK CERTIFICATES

After the Effective Date, the certificate or certificates representing the outstanding shares of GRP Common Stock shall be surrendered to the Secretary of the Surviving Corporation for cancellation.

### ARTICLE VI - STOCKHOLDER APPROVAL, EFFECTIVENESS OF MERGER

This Plan of Merger shall be submitted to the shareholder of Coxwell and GRP, as provided by the applicable laws of the State of Florida. If this Plan of Merger is duly authorized and adopted by written consents of the shareholders of Coxwell and GRP, Articles of Merger shall be executed, filed, and recorded in accordance with the laws of the State of Florida as soon as practical after such approval. The merger shall become effective on the day the Articles of Merger are so filed (the "Effective Date"). This Plan of Merger constitutes a plan or reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, Coxwell and GRP, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have each caused this Plan of Merger to be executed by its President and attested by its secretary.

J.B. COXWELL CONTRACTING, INC.

By: J. David Coxwell  
J. David Coxwell, President

ATTEST:

John D. Wagon  
Secretary

GREENLAND ROAD PROPERTY, INC.

By: J. David Coxwell  
J. David Coxwell, President

ATTEST:

John D. Wagon  
Secretary