

# G65542



ACCOUNT NO. : 072100000032

REFERENCE : 652442 4337667

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED  
97 DEC 30 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
EFFECTIVE DATE  
12/31/97

ORDER DATE : December 30, 1997

ORDER TIME : 10:14 AM

6000002385796--8

ORDER NO. : 652442-005

CUSTOMER NO: 4337667

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

Norfolk, VA 23510

## ARTICLES OF MERGER

JSD CONTRACTING, INC.

INTO

J.B. COXWELL CONTRACTING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Jon A Bowling

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

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97 DEC 30 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

VS DEC 30 1997

Morgan

G65542

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

JSD CONTRACTING, INC., a Florida corporation, P93000067762

INTO

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

File date: December 30, 1997 , effective December 31, 1997

Corporate Specialist: Velma Shepard

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER  
OF  
JSD CONTRACTING, INC.  
INTO  
J.B. COXWELL CONTRACTING, INC.**

**FILED**  
97 DEC 30 PM 1:02  
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:

**EFFECTIVE DATE**  
12/31/97

1. J.B. Coxwell Contracting, Inc. ("JBCC") and JSD Contracting, Inc. ("JSDC") 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 December 22, 1997 between JBCC and JSDC (the "Plan") is attached 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 December 31, 1997.

4. The Plan was approved, adopted, and executed by JBCC and JSDC 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 of the Plan by JBCC and JSDC is December 22, 1997.

5. Pursuant to the Plan, JSDC will be merged into JBCC, 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 22nd day of December, 1997.

J.B. COXWELL CONTRACTING, INC.

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

JSD CONTRACTING, INC.

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

## **EXHIBIT A**

### **PLAN OF MERGER**

THIS PLAN OF MERGER, dated as of December 22, 1997, is by and between J.B. COXWELL CONTRACTING, INC., a Florida corporation ("JBCC") and JSD CONTRACTING, INC., a Florida corporation ("JSDC").

### **RECITALS**

JBCC is a corporation duly organized and existing under the laws of the State of Florida, and JSDC is a corporation duly organized and existing under the laws of the State of Florida.

The respective boards of directors of JBCC and JSDC have determined that it is advisable that JSDC be merged into JBCC 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 corporations, providing access to additional credit sources of JSDC's operations, and diversifying JBCC'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, JSDC shall be and is merged into JBCC as of the Effective Date (as defined in Article VI), and JBCC 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, JSDC shall be merged into JBCC, the separate existence of JSDC shall cease, JBCC 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 JSDC Common Stock shall be canceled and each share of JBCC Common Stock outstanding immediately prior to the Effective Date shall remain outstanding. JSDC shall cease to exist, and JBCC shall be the surviving corporation resulting from the merger of JSDC and JBCC. 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 JSDC 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 JBCC 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 JBCC 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 JSDC 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 shareholders of JBCC and JSDC, 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 JBCC and JSDC, 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 December 31, 1997 (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, JBCC and JSDC, 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:

Shirley D. Wagner  
Secretary

JSD CONTRACTING, INC.

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

ATTEST:

Shirley D. Wagner  
Secretary