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MERGER OR SHARE EXCHANGE

PINECRAFT SCAFFOLDING, INC.

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EXAMINER

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**ARTICLES OF MERGER OF
MPG HOLDINGS, LLC,
INTO
PINECRAFT SCAFFOLDING, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PINECRAFT SCAFFOLDING, INC., Florida corporation ("Corporation"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of **MPG HOLDINGS, LLC**, a Florida limited liability company ("LLC"), with and into Corporation. Corporation shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Corporation in accordance with Section 607.1103, Florida Statutes.
3. The foregoing Plan of Merger was approved by LLC in accordance with Section 608.438, Florida Statutes.
4. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

MPG HOLDINGS, LLC, L05000121736
a Florida limited liability company

By: Donald Ray Pedigo

Donald Ray Pedigo
As its Managing Member

By: Erin Ryan Green

Erin Ryan Green
As its Managing Member

By: Jennifer H. Marcum

Jennifer H. Marcum
As its Managing Member

PINECRAFT SCAFFOLDING, INC.,
a Florida corporation

By: Donald Ray Pedigo

Donald Ray Pedigo
As its President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
PLAN OF MERGER
OF MPG HOLDINGS, LLC,
WITH AND INTO
PINECRAFT SCAFFOLDING, INC.

MPG HOLDINGS, LLC, a Florida limited liability company, and **PINECRAFT SCAFFOLDING, INC.**, a Florida corporation, hereby adopt and approve the following plan as the Plan of Merger required by Sections 608.438 and 607.1108, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are **MPG HOLDINGS, LLC**, a Florida limited liability company ("LLC"), and **PINECRAFT SCAFFOLDING, INC.**, a Florida corporation ("Corporation"). As a result of the merger, LLC shall be merged with and into Corporation. Corporation shall be the surviving business entity and shall assume the assets and liabilities of LLC. The purpose of the merger is to consolidate the operations of the LLC and the Corporation to avoid duplication and to minimize the imposition of Florida sales tax.

2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").

3. As a result of the merger, the membership interest of the Members of the LLC shall be cancelled. No change shall occur in the shares of common stock of Corporation issued and outstanding on the effective date.

4. LLC is a member-managed limited liability company and its Managing Members are Donald Ray Pedigo, Erin Ryan Green, and Jennifer H. Marcum.

5. The Managing Members of the LLC and the shareholders and directors of the Corporation intend for the merger to result for federal income tax purposes in the transfer of all of the assets and liabilities of the LLC to the Corporation pursuant to Florida law followed by the liquidation of the LLC (equivalent to the "assets-over" form of partnership merger). As of the Effective Date, the adjusted basis of the LLC's assets exceeds the amount of the LLC's liabilities. None of the assets or liabilities of the LLC are being transferred with a federal tax avoidance purpose.

6. This plan shall be submitted to the shareholders of Corporation for approval. This plan shall be submitted to the Member and Managing Members of LLC for approval. The Articles of Incorporation for the Corporation will not differ from its Articles of Incorporation before the merger, and each shareholder of the Corporation whose shares were issued and outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

7. The Managing Members of LLC and the directors of Corporation are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

8. There are no other terms of or conditions to the merger.