

Division of Corporations

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#05603

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
GATOR GYPSUM, INC.**

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**ARTICLES OF MERGER OF
GATOR BUILDING MATERIALS, INC.
WITH AND INTO
GATOR GYPSUM, INC.**

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") and certify that:

1. Gator Building Materials, Inc. ("Subsidiary A"), a corporation organized under the laws of the State of Florida and a wholly-owned subsidiary of Gypsum Management and Supply, Inc., a Georgia Corporation ("Parent"), shall be merged with and into Gator Gypsum, Inc. ("Subsidiary B"), a corporation organized under the laws of the State of Florida, a majority-owned subsidiary of Parent and the surviving corporation (such transaction, the "Merger") in accordance with a Plan of Merger (the "Plan"), adopted pursuant to the Act.

2. A copy of the Plan is attached hereto as Exhibit A and is fully incorporated into these Articles of Merger by this reference.

3. As required by the Plan, the Articles of Incorporation of Subsidiary B are hereby amended in accordance with the Articles of Amendment attached hereto as Exhibit B.

4. The Merger is effective as of December 2, 2013 (the "Effective Date").

5. The Plan was approved and adopted by the Board of Directors of Parent, and the Board of Directors and Shareholders of each of Subsidiary A and Subsidiary B, by written consents dated as of November 18, 2013, respectively, in accordance with the Act.

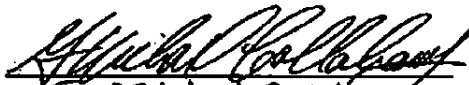
[Signatures on the following page.]

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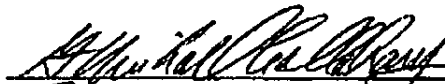
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CLERK OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the officers of the constituent corporations as of NOVEMBER 18, 2013.

GATOR GYPSUM, INC.

By: 
Name: G. Michael Callahan
Title: Vice President

GATOR BUILDING MATERIALS, INC.

By: 
Name: G. Michael Callahan
Title: Vice President

* * * * *

11/26/2013 12:40:06 From: To: 8506176380

(4/10)

EXHIBIT A
Plan of Merger
[attached]

**PLAN AND AGREEMENT OF MERGER
BY WHICH
GATOR BUILDING MATERIALS, INC.
MERGES WITH AND INTO
GATOR GYPSUM, INC.**

THIS PLAN AND AGREEMENT OF MERGER (this "Plan of Merger"), is made and entered into as of November 18, 2013 by and between Gator Building Materials, Inc., a Florida corporation ("Subsidiary A" or the "Merging Corporation"), and Gator Gypsum, Inc., a Florida corporation ("Subsidiary B" or the "Surviving Corporation") (this Plan of Merger will refer to the Merging Corporation and the Surviving Corporation collectively as the "Constituent Corporations").

WHEREAS, the board of directors and shareholders of Subsidiary A have determined that it is advisable and in the best interests of Subsidiary A that Subsidiary A be merged with and into Subsidiary B, with Subsidiary B as the surviving entity in the merger, upon the terms of and subject to the conditions set forth herein (the "Merger");

WHEREAS, the board of directors and shareholders of Subsidiary B have determined that the Merger is advisable and in the best interest of Subsidiary B and has approved and adopted the Merger and this Plan of Merger in all respects; and

WHEREAS, the Merger shall constitute a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and this Plan of Merger and associated documents constitute a "plan of reorganization" within the meaning of Treasury Regulation section 1.368-2(g);

NOW, THEREFORE, in consideration of the premises and the representations, warranties, covenants and agreements contained in this Plan of Merger, the parties agree as follows:

1. The parties to this Plan of Merger are:

- (a) Gator Building Materials, Inc., a corporation organized under the laws of the State of Florida and a wholly-owned subsidiary of Gypsum Management and Supply, Inc., a Georgia corporation ("Parent"); and
- (b) Gator Gypsum, Inc., a corporation organized under the laws of the State of Florida and a majority-owned subsidiary of Parent.

2. The Merger will be effective as of December 2, 2013 (the "Merger Effective Date"). As of the Merger Effective Date, (a) the Merging Corporation will merge with and into the Surviving Corporation; (b) the Surviving Entity will continue to exist and operate under its current name; (c) the separate existence of the Merging Corporation will cease; (d) the shares of the Merging Corporation will be cancelled as provided in this Plan of Merger; and (e) the Merger will otherwise have the effect provided under the applicable law of the State of Florida.

3. At the Merger Effective Date, all issued and outstanding shares of the common stock of the Merging Corporation shall be cancelled, and the issued and outstanding shares of the Merging

Corporation's outstanding common stock held by each shareholder of the Merging Corporation will be converted into 4,834 shares of the Surviving Corporation's par value common stock. Each Surviving Corporation share outstanding immediately prior to the Merger Effective Date will remain an identical outstanding Surviving Corporation share after the Merger Effective Date; and except as set forth in this Plan of Merger, no shares or other securities of, or obligations convertible into shares or other securities of, the Surviving Corporation are to be issued or delivered under or pursuant to the Merger with respect to such Surviving Corporation shares.

4. Shareholders of Subsidiary A and Subsidiary B who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act (the "Act"), would be entitled to vote on the Merger, and who dissent to the Merger in accordance with Section 607.1320 of the Act, may be entitled if they comply with the provisions of the Act regarding the rights of dissenting shareholders to be paid the fair value of their shares.

5. In conjunction with, and as a material condition of, the Merger, the articles of incorporation of Subsidiary B will be amended in the form of Exhibit A to this Plan of Merger, and the number of shares authorized by Subsidiary B will be increased thereby.

6. The bylaws of Subsidiary B, the Surviving Corporation, as in effect immediately prior to the Merger Effective Date, will continue to be the Surviving Corporation's bylaws at and after the Merger Effective Date until amended in accordance with such bylaws and applicable law.

7. The persons who are the directors and officers of Subsidiary B, the Surviving Corporation, immediately prior to the Merger Effective Date will continue to be the Surviving Corporation's directors and officers at and after the Merger Effective Date until changed in accordance with the Surviving Corporation's bylaws and applicable law.

8. In accordance with the terms of this Plan of Merger and the applicable law of the State of Florida, the parties shall make the appropriate filings with respect to the Merger, including the filing of articles of merger that set forth this Plan of Merger with the Secretary of State of the State of Florida in accordance with applicable law.

9. This Plan of Merger may be terminated and the Merger abandoned prior to the Merger Effective Date upon mutual written agreement of the parties hereto and the filing of any necessary documents to reflect such abandonment.

10. This Plan of Merger may be amended prior to the Merger Effective Date upon mutual written agreement of the parties hereto and the filing of any necessary documents to reflect such amendment.

11. Upon the execution of this Plan of Merger and thereafter, the Merging Corporation and the Surviving Corporation each agree to do such things as may be reasonably requested by the other in order to more effectively consummate or document the transactions contemplated by this Plan of Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances or any things are necessary or desirable to vest in the Surviving Corporation, in accordance with the terms of this Plan of Merger, the title of any property or rights of

the Merging Corporation, then the last acting officers and directors of the Merging Corporation or the corresponding officers and directors of the Surviving Corporation will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the purposes of this Plan of Merger or the Merger.

12. Whenever the context so requires, the use of a singular number in this Plan of Merger includes the plural, the plural includes the singular, and the gender of any pronoun includes the other genders. Titles and captions of or in this Plan of Merger are inserted only as a matter of convenience or for purposes of reference and in no way affect the scope of this Plan of Merger or the intent of its provisions. The parties agree: (a) that "applicable law" means all provisions of any constitution, statute, law, rule, regulation, decision, order, decree, judgment, release, license, permit, stipulation or other official pronouncement enacted, promulgated or issued by any governmental authority or arbitrator or arbitration panel; (b) that "governmental authority" means any legislative, executive, judicial, quasi-judicial or other public authority, agency, department, bureau, division, unit, court or other public body, person or entity; and (c) that "including" and other words or phrases of inclusion, if any, shall not be construed as terms of limitation, so that references to "included" matters shall be regarded as non-exclusive, non-characterizing illustrations.

13. This Plan of Merger is governed by, and shall be construed and enforced in accordance with, the laws of the State of Florida.

[Signatures on the following page.]

IN WITNESS WHEREOF, this Plan of Merger has been executed and delivered by the officers of the Constituent Corporations as of November 18, 2013.

GATOR GYPSUM, INC.

By: 
Name: G. Michael Callahan
Title: Vice President

GATOR BUILDING MATERIALS, INC.

By: 
Name: G. Michael Callahan
Title: Vice President

11/26/2013 12:40:06 From: To: 8506176380

(9/10)

EXHIBIT B

Articles of Amendment to Articles of Incorporation of Gator Gypsum, Inc.

[attached]

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
GATOR GYPSUM, INC.**

I.

The name of the corporation is Gator Gypsum, Inc. (the "Corporation").

II.

Article Four of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and made to read as follows:

The corporation has the authority to issue One Hundred Thousand (100,000) shares of common stock with a par value of \$1.00 per share.

III.

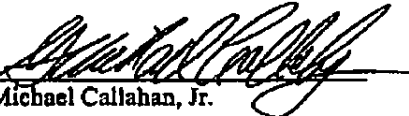
All other provisions of the Articles of Incorporation remain in full force and effect.

The date of adoption of this amendment is December 2, 2013.

Pursuant to Section 607.1006 of the Florida Business Corporation Act, these Articles of Amendment to the Articles of Incorporation were duly adopted and approved by a unanimous affirmative vote of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument on the 18th day of November, 2013.

Gator Gypsum, Inc.

By: 
G. Michael Callahan, Jr.
President