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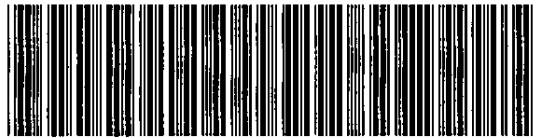
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-31-09

Merger

TB

DEC 15 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ply-Trim Enterprises, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Marc S. Stein, Esquire
Contact Person

Nadler Nadler & Burdman Co., LPA
Firm/Company

20 West Federal Street, Ste. 600
Address

Youngstown, Ohio 44503
City/State and Zip Code

msstein@nnblaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marc S. Stein, Esquire
Name of Contact Person

At (330) 744-0247
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
2003 DEC 11 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Business Corporation Act,

EFFECTIVE DATE
12-31-09

(Attach additional sheets if necessary)

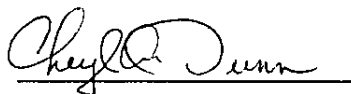
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

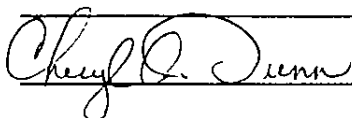
Typed or Printed Name of Individual & Title

Ply-Trim Enterprises, Inc.



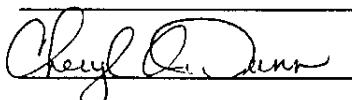
Cheryl Dunn, Assistant Secretary

Ply-Trim South, Inc.



Cheryl Dunn, Assistant Secretary

Poly-Tech East, Inc.



Cheryl Dunn, Assistant Secretary

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") is made and concluded at Youngstown, Ohio, as of the 1st day of December, 2009, by and among Ply-Trim Enterprises, Inc. ("Enterprises"), an Ohio corporation, with its principal place of business located at Austintown Township, Mahoning County, Ohio, Poly-Tech East, Inc. ("East") an Ohio corporation, with its principal place of business located at Austintown Township, Mahoning County, Ohio, and Ply-Trim South, Inc. ("South"), a Florida corporation, with its principal place of business in the State of Florida located at Sanford, Seminole County, Florida, and its principal place of business in the State of Ohio located at Austintown Township, Mahoning County, Ohio, which corporations are sometimes collectively referred to as the "Constituent Corporations".

RECITALS

A. Enterprises, by the original Articles of Incorporation of said corporation filed in the office of the Secretary of State of Ohio on December 9, 1994, is presently authorized to issue eight hundred fifty (850) shares of common stock with no par value ("Enterprises Common Stock") and there have been duly issued and are now outstanding one hundred (100) shares of Enterprises Common Stock.

B. East, by the original Articles of Incorporation of said corporation filed in the office of the Secretary of State of Ohio on April 5, 2000, is presently authorized to issue eight hundred fifty (850) shares of common stock with no par value ("East Common Stock") and there have been duly issued and are now outstanding ninety (90) shares of East Common Stock.

C. South, by the original Articles of Incorporation of said corporation filed in the office of the Department of State of Florida on October 12, 1984, is presently authorized to issue ten thousand (10,000) shares of common stock with no par value ("South Common Stock") and there have been issued and are now outstanding one thousand (1000) shares of South Common Stock.

D. The representative shareholders and Boards of Directors of the Constituent Corporations deem it advisable that East and South (the "Disappearing Corporations"), be merged into Enterprises (the "Surviving Corporation"), under and pursuant to the provisions of this Agreement, and in accordance with the applicable laws of the States of Ohio and Florida, respectively.

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions, covenants and grants herein contained, the Constituent Corporations have agreed and do hereby agree to merge upon the terms and conditions below stated.

Item 1. It is agreed that the Disappearing Corporations shall merge into the Surviving Corporation as of the Effective date hereof.

Item 2. This Plan and Agreement of Merger shall become effective as of December 31, 2009.

Item 3. The name of the Surviving Corporation shall be Ply-Trim Enterprises, Inc., an Ohio corporation.

Item 4. The principal place of business of the Surviving Corporation is to be located in the Township of Austintown, County of Mahoning, and State of Ohio.

Item 5. The present directors of the Surviving Corporation shall continue as such directors until their successors are duly elected or designated after the effective date of the merger.

Item 6. William C. Dunn, 550 N. Meridian Road, Youngstown, Mahoning County, Ohio 44509, a natural person of said County, being the County in which the principal office of the Surviving Corporation is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices and demands against the Surviving Corporation, or any of the said Constituent Corporations, may be served.

Item 7. The terms of the merger, the mode of carrying the same into effect and the manner and basis of making distribution to the shareholders is as follows:

East and South (the "Disappearing Corporations") will be merged into Enterprises (the "Surviving Corporation"), and the certificates representing the shares of stock of the Disappearing Corporations will be surrendered and cancelled on the Effective Date. Since the shares of East Common stock and South Common Stock have no value, and since the identity of the shareholders of each of the Disappearing Corporations is the same as the identity of the shareholders of the Surviving Corporation, no additional shares of Enterprises Common Stock need be issued by the Surviving Corporation to reflect the ownership interests of the shareholders of the Surviving Corporation after the Effective Date. The then outstanding shares of the Surviving Corporation shall continue thereafter to constitute all of the outstanding shares in such corporation.

Item 8. The Articles of Incorporation and Code of Regulations of Enterprises shall be the Articles of Incorporation and Code of Regulations of the Surviving Corporation.

Item 9. This Plan and Agreement of Merger has been submitted for approval to the shareholders of each of the Constituent Corporations as provided by, and in compliance with, the applicable statutes of the States of Ohio and Florida, respectively, and has been deemed and taken to be the Plan and Agreement of Merger of the Constituent Corporations upon the adoption thereof by the statutory required vote of the shareholders of each of the Constituent Corporations, and upon the doing of such other acts as are required by the laws of the States of Ohio and Florida, respectively.

Item 10. On the Effective Date, the Surviving Corporation shall possess all and singular the rights, privileges, powers and franchises of a public, as well as of a private nature and be subject to all the restrictions, disabilities and duties of the Constituent Corporations, and all property, real and mixed, of each of such corporations and all debts due any of such corporations on whatever account, as well as for stock subscriptions as well as all other things in action or belonging to any of said corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

Item 11. If at any time after the Effective Date, the Surviving Corporation shall consider it to be advisable that any further conveyances, agreements, documents, instruments and assurances of law or any other things or acts are necessary or desirable to vest, perfect, confirm or record in the Surviving Corporation the title to any property, rights, privileges, powers and franchises of the Disappearing Corporations or otherwise carry out the provisions of this Agreement, the proper directors and officers of the Disappearing Corporations last in office shall execute and deliver, upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments and assurances of law, and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, powers and franchises in the Surviving Corporation, and otherwise to carry out the provisions of this Agreement.

Item 12. Notwithstanding the provisions hereof, this Plan and Agreement of Merger may be terminated, and the merger abandoned any time prior to the Effective Date:

- a. by mutual consent of the Boards of Directors of the Constituent Corporations; or
- b. by the Board of Directors of any Constituent Corporation if the merger shall not have been effected on or before December 31, 2009.

In the event of termination of this Plan and Agreement of Merger and abandonment of the merger pursuant to this Item, written notice thereof forthwith shall be given by each Constituent Corporation to the other Constituent Corporations and thereupon this Plan and Agreement of Merger and the merger hereunder contemplated shall become void and of no effect, without liability on the part of any of the Constituent Corporations or their respective Directors and officers.

IN WITNESS WHEREOF, the Constituent Corporations have hereunto signed this Plan and Agreement of Merger by the respective Assistant Secretaries of the Surviving Corporation and Disappearing Corporations after first being duly authorized, and have caused their respective signatures to be affixed the day and year first above written.

SURVIVING CORPORATION:

PLY-TRIM ENTERPRISES, INC., an Ohio corporation

BY: 
CHERYL DUNN, ASSISTANT SECRETARY

DISAPPEARING CORPORATIONS:

POLY-TECH EAST, INC., an Ohio corporation

BY: 
CHERYL DUNN, ASSISTANT SECRETARY

PLY-TRIM SOUTH, INC., a Florida corporation
authorized to do business in the State of Ohio

BY: 
CHERYL DUNN, ASSISTANT SECRETARY