

Division of Corporations

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MERGER OR SHARE EXCHANGE

Maschmeyer Concrete Company of Florida

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$78.75

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Division of Corporations

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**ARTICLES OF MERGER
OF
MASCHMEYER BLOCK AND STEEL, INC.
WITH AND INTO
MASCHMEYER CONCRETE COMPANY OF FLORIDA**

DATED AS OF DECEMBER 16, 2016

In accordance with the provisions of Sections 607.1101 and 607.1105 of the Florida Statutes, the undersigned do hereby adopt, and Maschmeyer Concrete Company of Florida, a Florida corporation (the "Surviving Corporation"), delivers for filing, the following Articles of Merger, for the purpose of merging Maschmeyer Block and Steel, Inc., a Florida corporation (the "Merging Corporation"), with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation (the "Merger").

1. The Plan of Merger with respect to the Merger is attached as Exhibit A to these Articles of Merger (the "Plan of Merger").
2. The Merger shall become effective at 12:01 AM, Eastern Standard Time, on January 1, 2017.
3. The sole shareholder and board of directors of the Merging Corporation approved the Plan of Merger on December 16, 2016.
4. The sole shareholder and board of directors of the Surviving Corporation approved the Plan of Merger on December 16, 2016.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, each constituent entity has caused these Articles of Merger to be signed by each such entity's duly authorized officer as of the date first written above.

MERGING CORPORATION:

Maschmeyer Block and Steel, Inc.

By: 

Name: Troy W. Maschmeyer, Jr.

Title: President

SURVIVING CORPORATION:

Maschmeyer Concrete Company Of Florida

By: 

Name: Troy W. Maschmeyer, Jr.

Title: President

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EXHIBIT A
PLAN OF MERGER

See attached.

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**PLAN OF MERGER
OF
MASCHMEYER BLOCK AND STEEL, INC.
WITH AND INTO
MASCHMEYER CONCRETE COMPANY OF FLORIDA**

THIS PLAN OF MERGER (this "Plan") is dated as of December 16, 2016, by and between Maschmeyer Block and Steel, Inc., a Florida corporation (the "Merging Corporation") and Maschmeyer Concrete Company of Florida, a Florida corporation (the "Surviving Corporation").

1. The exact name and jurisdiction for the merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Maschmeyer Block and Steel, Inc.	Florida	Corporation

2. The exact name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Maschmeyer Concrete Company of Florida	Florida	Corporation

3. The terms and conditions of the merger are as follows:

- (a) Effective at 12:01 AM, Eastern Standard Time, on January 1, 2017 (the "Effective Time"), the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation will cease to exist as a separate corporation. The Surviving Corporation and the Merging Corporation shall thereupon become a single entity, with such single entity being the Surviving Corporation, which shall continue its existence as a Florida corporation.
- (b) The name of the Surviving Corporation shall continue to be Maschmeyer Concrete Company of Florida.
- (c) At the Effective Time, all outstanding arrangements, calls, commitments, contracts, options, rights to subscribe to, understandings, warrants, and other binding obligations of any character whatsoever relating to, and securities or rights convertible into or exchangeable for, shares of the capital stock of the Merging Corporation or by which the Merging Corporation is or may be bound to issue additional shares of its capital stock or other equity rights shall be cancelled and extinguished.
- (d) At the Effective Time, (i) the Merging Corporation shall cease to exist; (ii) all assets and property (real, personal and mixed, tangible and intangible, choses in action, rights and credits) then owned by the Merging Corporation or which

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would inure to the Surviving Corporation shall immediately, by operation of law and without any conveyance, transfer or further action, become the property of the Surviving Corporation; and (iii) the Surviving Corporation shall be deemed to be a continuation of the Merging Corporation, the rights and obligations of which shall succeed to such rights and obligations and the duties and liabilities connected therewith.

- (e) The articles of incorporation of the Surviving Corporation as of immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation from and after the Effective Time.
- 4. At the Effective Time, each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be canceled and extinguished and shall cease to be outstanding.
- 5. This Plan may be executed in one or more counterparts and, collectively, shall constitute one instrument represent the Agreement among the parties to this Plan. It shall not be necessary that any one counterpart be signed by all of the parties to this Plan as long as each of the parties has signed at least one counterpart. This Plan, to the extent delivered by means of a facsimile machine or by .pdf, .tif, .gif, .jpeg, or similar attachment to an electronic mail message, shall be treated in all manner and respects as an original executed counterpart and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, this Plan has been adopted as of the date first stated above.

MERGING CORPORATION:

Maschmeyer Block and Steel, Inc.

By: 

Name: Troy W. Maschmeyer, Jr.

Title: President

SURVIVING ENTITY:

Maschmeyer Concrete Company of Florida

By: 

Name: Troy W. Maschmeyer, Jr.

Title: President