

H92873

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

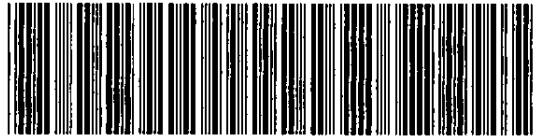
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/12/10--01020--006 **35.00

12/23/09--01030--012 **43.75

Merge

FILED
10 JAN 11 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts JAN 12 2010

Roberts JAN 12 2010



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 29, 2009

BRAD ELAM
JELD-WEN, INC.
401 HARBOR ISLES BLVD
KLAMATH FALLS, OR 97601

SUBJECT: SEASONSHIELD, INC.
Ref. Number: H92873

We have received your document for SEASONSHIELD, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 909A00039438

RECEIVED
2010 JAN 11 AM 9:00
TALLHASSEE FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Seasonshield, 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:

BRAD ELAM

Contact Person

JELD-WEN, inc.

Firm/Company

401 HARBOR ISLES BLVD

Address

KLAMATH FALLS, OR 97601

City/State and Zip Code

brade@jeld-wen.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brad Elam

Name of Contact Person

At (541)

880-7205

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

ARTICLES OF MERGER
(Profit Corporations)

FILED
10 JAN 11 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Seasonshield, Inc.</u>	<u>Florida</u>	<u>H92873</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Dynamic Visions, Inc.</u>	<u>Florida</u>	<u>K36995</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 29 / 2009 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 20, 2009 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

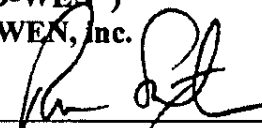
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 20, 2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

Necessary Approvals. This Plan of Merger has been duly approved by the board of directors and shareholders of Dynamic Visions and by the board of directors and shareholders of Seasonshield and by the board of directors and shareholders of JELD-WEN.

DATED effective as of December 29, 2009.


**("JELD-WEN")
JELD-WEN, Inc.**

By: 
Its: Secretary

**("Seasonshield")
Seasonshield, Inc.**

By: 
Its: Secretary

**("Dynamic Visions")
Dynamic Visions Company**

By: 
Its: Secretary

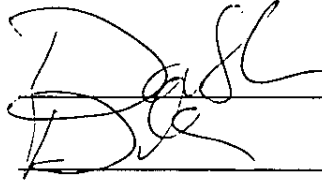
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Seasonshield, Inc.



David Stork, Secretary

Dynamic Visions, Inc.

David Stork, Secretary

**AGREEMENT AND PLAN OF MERGER
(Dynamic Visions, Inc. into Seasonshield, inc.)**

This AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made by and between Dynamic Visions, Inc., a Florida corporation ("Dynamic Visions") and Seasonshield, Inc., a Florida corporation ("Seasonshield") and JELD-WEN, inc., an Oregon corporation (collectively, the "Constituent Corporations").

- A. The authorized capital stock of Dynamic Visions consists of 7,500 shares of common stock, of which 100 are issued and outstanding, all of which are held by JELD-WEN.
- B. The authorized capital stock of Seasonshield consists of 1,000 shares of common stock, of which 1,000 are issued and outstanding, all of which are held by Dynamic Visions.
- C. The directors of the Constituent Corporations deem it advisable and to the advantage of each corporation that Dynamic Visions merge with and into Seasonshield upon the terms and conditions set forth in this Plan of Merger effective December 29, 2009.

Dynamic Visions will merge with and into Seasonshield in accordance with the following terms and conditions.

Merger. Dynamic Visions will be merged in accordance with Section 368(a)(1)(A) of the United States Internal Revenue Code of 1986 as amended into its wholly-owned subsidiary Seasonshield, and Seasonshield will be the surviving corporation, effective as of the date the Articles of Merger are filed in Florida (the "Effective Date").

Succession. On the Effective Date, Seasonshield will succeed to all the rights, privileges, powers, franchises and property of Dynamic Visions and will become liable for all liabilities and obligations of Dynamic Visions.

Common Stock of Dynamic Visions. On the Effective Date, by virtue of the merger, the 7,500 shares of Dynamic Visions will be cancelled.

Common Stock of Seasonshield. On the Effective date, by virtue of the merger, the 1,000 shares of Seasonshield stock shall be issued to JELD-WEN, inc. in exchange for the cancellation of Dynamic Visions' stock.

Articles of Incorporation and Bylaws. This Plan of Merger will not amend or effect any change in the Articles of Incorporation or Bylaws or any officer and Director of JELD-WEN.

Further Assurances. Dynamic Visions hereby appoints Seasonshield, its successors and assigns as Dynamic Visions' irrevocable attorney-in-fact to execute any document, in the name of and behalf of Dynamic Visions, or to take any other action necessary to carry out the purposes of this Plan of Merger.