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R. WHITE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 SEP 12 PM 3:10

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tommy Hawkins & Sons, Inc. Paving Contractors

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Raymond G. Robison

Contact Person

Fox, Wackeen, Dungey, et. al., LLP

Firm/Company

3473 SE Willoughby Boulevard

Address

Stuart, Florida 34994

City, State and Zip Code

robison@foxwackeen.com

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

For further information concerning this matter, please call:

Debbie Sigafosse at (772) 287-4444

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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Articles of Merger
For
Florida Limited Liability Company

14 SEP 12 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
TRS Concrete Recycling, LLC	Florida	LLC
Tommy Hawkins & Sons, Inc.	Florida	Corporation
Paving Contractors		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Tommy Hawkins & Sons, Inc.	Florida	Corporation
Paving Contractor		

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

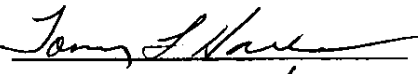
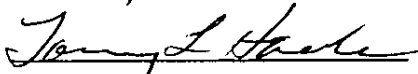
FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
TRS Concrete Recycling, LLC		Tommy Hawkins
Tommy Hawkins & Sons, Inc. Paving		Tommy Hawkins
Contractors		

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<u>Fees:</u> For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

PLAN OF MERGER

MERGER between TOMMY HAWKINS & SONS, INC. PAVING CONTRACTORS, a Florida corporation (the "Surviving Corp."), and TRS CONCRETE RECYCLING, LLC, a Florida limited liability company (the "Disappearing LLC") (collectively the "Constituent Entities"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§605.1022 et seq. of the Florida Revised Limited Liability Company Act (the "Act") and §§607.1108 et seq. of the Florida Business Corporation Act (the "Business Act").

1. **Certificate of Incorporation.** The Certificate of Incorporation of Surviving Corp., in effect immediately before the Effective Date of the Merger (the "Effective Date" is hereinafter further defined), shall, without any changes, be the Certificate of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Members and Shareholders of the Constituent Entities.** On the Effective Date, each membership unit of Disappearing LLC that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of stock of Surviving Corp. in accordance with this Plan. Each share of stock of Surviving Corp. that is issued and outstanding on the Effective Date shall continue as outstanding stock of Surviving Corp.

3. **Satisfaction of Rights of Disappearing LLC Members.** All stock of Surviving Corp. into which membership units of Disappearing LLC shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted membership units.

4. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing LLC shall cease, and Surviving Corp. shall be fully vested in Disappearing LLC's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §605.1026 of the Act and §607.11101 of the Business Act.

5. **Supplemental Action.** If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate Officers, Shareholders or Members of Surviving Corp. or Disappearing LLC, as the case may be, whether past or remaining as officers or Shareholders, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

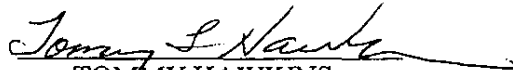
6. **Filing with the Florida Secretary of State and Effective Date.** On the Closing, Disappearing LLCs and Surviving Corp. shall cause their respective Managers and

President to execute a Certificate of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Certificate of Merger as if fully set forth in such Certificate and shall become an exhibit to such Certificate of Merger. Thereafter, such Certificate of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §605.1025 of the Act and §607.1108 of the Business Act, the filing date of the Articles of Merger shall be the "Effective Date".

7. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the Members of Shareholders of which are, entitled to the benefit thereof by action taken by the Members or Shareholders, or may be amended or modified in whole or in part at any time before the vote of the Members or Shareholders of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §605.1023 of the Act and §607.1108 of the Business Act.

8. **Termination.** At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Members of all Constituent Entities.

TOMMY HAWKINS & SONS, INC.
PAVING CONTRACTORS, a Florida
corporation

By: 
Print name: TOMMY HAWKINS
Title: PRESIDENT

TRS CONCRETE RECYCLING, LLC, a
Florida limited liability company

By: 
Print name: TOMMY HAWKINS
Title: MANAGER