

J 62176

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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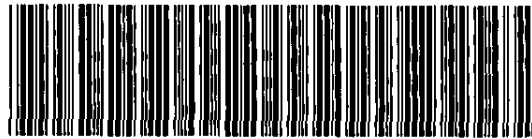
(Business Entity Name)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/30/08

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

DEC 19 2008

EXAMINER

**AUSLEY & McMULLEN**

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560  
Writer's Direct Line: (850) 425-5457

December 18, 2008

FILED  
08 DEC 18 PM 1:25  
TALLAHASSEE, FLORIDA

Secretary of State  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

EFFECTIVE DATE 12/30/08

VIA HAND DELIVERY

Re: **Sandco, Inc.**

Dear Madam/Sir:

The enclosed Articles of Merger and fees are submitted to merge a Florida limited liability company into a Florida profit corporation. Enclosed is our check in the amount of:

☐ \$70.00  
Filing Fees

☒ \$78.75  
Filing Fees &  
Certified Copy

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me or Bob Pierce if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,

*Donna Marie Walters*

Donna Marie Walters, FRP  
Florida Registered Paralegal

/dmw

Enclosures

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018301.81428

EFFECTIVE DATE 12/30/08

**ARTICLES OF MERGER**

Pursuant to Section 607.1109, Florida Statutes, **SANDCO INC.**, a Florida corporation (**Sandco**), and **G Contracting, LLC**, a Florida limited liability company (**G Contracting**), adopt the following Articles of Merger for the purposes of merging **G Contracting** into **Sandco**, the latter of which is to survive the merger.

1. The exact name, entity type, and jurisdiction of each merging entity are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
G Contracting, LLC	Florida	Limited Liability Company

2. The exact name, entity type, and jurisdiction of the surviving entity are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sandco Inc.	Florida	Corporation

3. The attached Plan of Merger was approved by each of the entities that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

4. The merger shall become effective on December 30, 2008.

5. The Plan of Merger was adopted by the Board of Directors of the surviving corporation on December 10, 2008; and shareholder approval was not required.

6. The Plan of Merger was adopted by the Members of the merging entity on December 10, 2008.

7. The Articles of Merger comply with and were executed in accordance with the laws of Florida.

**SANDCO INC.**

By: Behzad Ghazvini

Behzad Ghazvini  
President

**G CONTRACTING, LLC**

By: Behzad Ghazvini

Behzad Ghazvini  
Managing Member

Sandco Inc./G Contracting, LLC  
ARTICLES OF MERGER

**PLAN OF MERGER**  
(Non-subsiidiaries)

The following PLAN OF MERGER (**Plan of Merger**), by and between **Sandco Inc.**, a Florida corporation (**Sandco**), and **G Contracting, LLC**, a Florida limited liability company (**G Contracting**), was adopted and approved by each party to the merger in accordance with the appropriate provisions of Chapters 607 and 608, Florida Statutes.

1. The exact name, entity type, and jurisdiction of each **merging** entity are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
G Contracting, LLC	Florida	Limited Liability Company

2. The exact name, entity type, and jurisdiction of the **surviving** entity are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sandco Inc.	Florida	corporation

3. Articles of Merger shall be filed with the Secretary of State of the State of Florida pursuant to Section 607.1109, F.S., upon approval of this Plan of Merger by a majority of the Shareholders of Sandco and Members of G Contracting as is authorized by the appropriate provisions of Chapters 607 and 608, F.S.

4. The Merger shall become effective on December 30, 2008 (the **Effective Date**).

5. The separate existence and organization of G Contracting, LLC, shall cease upon the Effective Date, and thereafter Sandco Inc. shall continue as the surviving party and shall be governed by the laws of the State of Florida.

6. The existence of Sandco Inc. with all its purposes, powers, and objects shall continue unaffected and unimpaired by the Merger; and the surviving corporation, Sandco Inc., shall succeed to all the rights, privileges, immunities, franchises, property, debts, choses in action, liabilities, and obligations, of a public as well as of a private nature, of G Contracting, LLC.

7. Upon the Effective Date, the shares of common stock of the surviving corporation and the member interests of the merging entity shall be cancelled; and new shares of Sandco Inc. shall be issued to the shareholders based upon the relative value of the shares or interests that each shareholder or member held in the entities immediately prior to the Effective Date.

8. The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the Effective Date.

9. The Bylaws of the surviving corporation shall continue to be its Bylaws following the Effective Date.

10. The directors and officers of the surviving corporation on the Effective Date shall continue as directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed.

11. If, at any time after the Effective Date, the Directors of Sandco Inc. shall determine that any further deeds, bills of sale, assignments, or assurances of law or any other things are necessary or desirable to vest, perfect, or confirm, of record or otherwise, in Sandco Inc. the right, title, or interest in any property or right of Sandco Inc., acquired or to be acquired by reason of, as a result of, or in connection with the Merger, the Directors of Sandco Inc. and the Member of G Contracting, LLC shall execute and deliver all such proper deeds, bills of sale, assignments, and assurances of law and do any and all things necessary or proper to vest, perfect, or confirm the right, title, or interest in such property and rights in Sandco Inc. and otherwise carry out the purposes of this Plan of Merger.

12. This Agreement and the transactions contemplated herein may be terminated at any time prior to the Effective Date of the merger.

**SANDCO INC**

By: 

Behzad Ghazvini  
President

**G CONTRACTING, LLC**

By: 

Behzad Ghazvini  
Managing Member