

J63761

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FILED
OCT 25 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
11/1/04

Merger

7/5

11/2

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FLORIDA CONCRETE PIPE CORPORATION
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ROBERT STOEHR

(Name of person)

COUNTY MATERIALS CORP.

(Name of firm/company)

PO Box 100

(Address)

MARATHON, WI 54448

(City/state and zip code)

For further information concerning this matter, please call:

ROBERT STOEHR

(Name of person)

at (715) 848-1365

(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FLORIDA CONCRETE PIPE CORPORATION	LAKE COUNTY	J 63761

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FLORIDA CULVERT CORP.	LAKE COUNTY	P 95000009024
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 11 / 1 / 2004 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 10/18/2004

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 10/18/2004

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

(Attach additional sheets if necessary)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
11/1/04

Name of Corporation

Typed or Printed Name of Individual & Title

John Somerville

JOHN SONNENTAG, PRESIDENT

JOHN SONNENTAG, PRESIDENT

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

FLORIDA CONCRETE PIPE CORPORATION

LAKE COUNTY

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

FLORIDA CULVERT CORP.

LAKE COUNTY

Third: The terms and conditions of the merger are as follows:

FLORIDA CULVERT CORP. SHALL BE MERGED INTO FLORIDA CONCRETE PIPE CORPORATION IN ACCORDANCE WITH APPLICABLE LAWS OF THE STATE OF FLORIDA. FLORIDA CONCRETE PIPE CORPORATION SHALL BE THE SURVIVING CORPORATION AND SHALL BE GOVERNED BY THE LAWS OF FLORIDA. FLORIDA CULVERT CORP. SHALL CEASE TO EXIST.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

ONE SHARE OF FLORIDA CONCRETE PIPE CORPORATION SHALL BE ISSUED FOR EACH OUTSTANDING SHARE OF LIKE CLASS OF FLORIDA CULVERT CORP.
(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

NONE