

Document Number Only

J68994

C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400003081944--1

-12/28/99--01051--023

\*\*\*\*\*70.00 \*\*\*\*\*70.00

merger

RECEIVED DATE  
12/31/99

Northwest Building Material and Supply Co.

merger

N.W. Building of Florida, Inc.

- ☐ Profit ☐ Amendment ☒ Merger  
☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark  
☐ Limited Liability Company ☐ Other  
☐ Foreign ☐ Annual Report ☐ Change of  
☐ Limited Partnership ☐ Fict. Filing ☐ UCC-1  
☐ Reinstatement ☐ Fict. Filing Cancel ☐ UCC-3  
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Thanks, Melanie

DEC 28

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

N.W. REALTY OF FLORIDA, INC., a Florida corporation J68994  
,

INTO

**NORTHWEST BUILDING MATERIAL AND SUPPLY CO.,** an Illinois  
corporation not qualified in Florida.

File date: December 28, 1999, effective December 31, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE  
12/31/99

## 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 is:

Name

Jurisdiction

Northwest Building Material and Supply Co.

Illinois

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

Name

Jurisdiction

N.W. Realty of Florida, Inc.

Florida

**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~~ at 11:59 p.m. on December 31, 1999

**OR**       /      /       (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 December 27, 1999

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 December 27, 1999

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  
99 DEC 28 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Northwest Building Material and Supply Co.

Katharine M. Henry, Chief Financial Officer  
and Vice President-Finance

N.W. Realty of Florida, Inc.

Katharine H. Henry, Chief Financial Officer  
and Vice President-Finance

## EXHIBIT A

### PLAN OF MERGER OF N.W. REALTY OF FLORIDA, INC. WITH AND INTO NORTHWEST BUILDING MATERIAL AND SUPPLY CO.

A. The name of the surviving corporation is Northwest Building Material and Supply Co., an Illinois corporation ("Survivor"), and the name of the corporation being acquired is N.W. Realty of Florida, Inc., a Florida corporation ("Acquired") (Survivor and Acquired are jointly referred to hereinafter as the "Merging Corporations").

B. At the "Effective Time" of the merger, as defined in paragraph E hereof, Acquired will be merged with and into Survivor in accordance with the Florida Business Corporation Act and the Illinois Business Corporation Act. After such merger, Survivor will be the surviving corporation and the separate existence and identity of Acquired shall cease to exist.

C. At the Effective Time of the merger:

1. Survivor shall possess all the rights, privileges, immunities and franchises, of a public nature as well as of a private nature, of each of the Merging Corporations;

2. All property, real, personal and mixed and all debts due on whatever account, including subscriptions to shares and all other choses in action, and every interest, of or belonging to or due to each of the Merging Corporations, shall be taken and deemed to be transferred to and vested in Survivor without further act or deed;

3. Title to any real estate, or any interest therein, vested in each of the Merging Corporations shall not revert or be in any way impaired by reason of the merger;

4. Survivor shall be responsible and liable for all the liabilities and obligations of each of the Merging Corporations;

5. Any claim existing or action or proceeding pending by or against either of the Merging Corporations may be prosecuted to judgment as if the merger had not taken place, or Survivor may be substituted as the party in interest; and

6. Neither the rights of creditors nor any liens upon the property of the Merging Corporations shall be impaired by the merger.

D. There is currently a total of 1,000 shares of the \$1.00 par value common stock of Acquired outstanding, held by Charles R. Hanson, Sr. At the Effective Time of the Merger, each share of the \$1.00 par value common stock of Acquired issued and outstanding shall be cancelled.

E. Effective Time: The "Effective Time" of the merger shall be at 11:59 p.m. on December 31, 1999.