

J97024

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TALLAHASSEE, FLORIDA

merger
12/6/09
JCC
1/5/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Roscree Holding Corp.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Karen J. Prevatt
Contact Person

Karen J. Prevatt, PA
Firm/Company

137 S. Pebble Beach Blvd, Ste 102
Address

Sun City Center, FL 33573
City/State and Zip Code

KPrevatt@verizon.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Karen J. Prevatt At (813) 634-1750
Name of Contact Person 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)

eff 12/31

We, the undersigned, submit these Articles of Merger for filing with the Florida Department of State in accordance with section 607.1105, Florida Statutes and state as follows:

I

The name and jurisdiction of the surviving corporation is:
Roscrea Holding Corp., a Florida corporation, Document Number J97024

II

The name and jurisdiction of the merging corporation is:
Galway Holding Inc., a Florida corporation, Document Number V45410

III

The Plan of Merger adopted by the Boards of Directors and shareholders of the surviving and the merging corporations is attached hereto and made a part hereof.

IV

The merger shall become effective on December 31, 2009 after the filing of these Articles of Merger with the Florida Department of State.

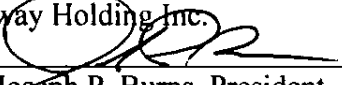
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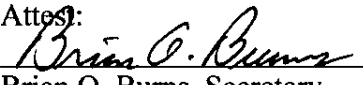
The Plan of Merger was adopted by the shareholders of Roscrea Holding Corp. on December 22, 2009.

VI

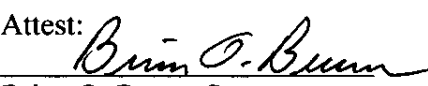
The Plan of Merger was adopted by the shareholders of Galway Holding Inc. on December 22, 2009.

IN WITNESS WHEREOF, the participating corporations in the merger have caused these Articles of Merger to be executed by the President and Secretary of each of them, pursuant to authority given them by their respective shareholders.

Galway Holding Inc.
By 
Joseph P. Burns, President

Attest:

Brian O. Burns, Secretary

Roscrea Holding Corp.
By 
Joseph P. Burns, President

Attest:

Brian O. Burns, Secretary

FILED
09 DEC 28 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
(Non Subsidiaries)

The following Plan of Merger between Roscrea Holding Corp., a Florida corporation, and Galway Holding Inc., a Florida corporation, is submitted in compliance with section 607.1101, Florida Statutes.

WHEREAS, the Board of Directors of each of the parties hereto deem it advisable and in the best interests of the parties hereto and their respective stockholders that the corporations be merged into Roscrea Holding Corp. as the surviving corporation; and

WHEREAS, Roscrea Holding Corp. has authorized capital stock of 50 shares of common stock no par value, of which 50 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, Galway Holding Inc. has authorized capital stock of 50 shares of common stock no par value, of which 50 shares are issued and outstanding on the date of execution hereof.

NOW, THEREFORE, the parties agree that this Plan of Merger, when adopted by the shareholders of the parties hereto shall merge Galway Holding Inc. into Roscrea Holding Corp. as the surviving corporation existing under and being governed by the laws of the State of Florida, as follows:

I

The Articles of Incorporation of Roscrea Holding Inc. shall be amended to increase the authorized capital stock to 1,000 shares of common stock no par value. Amendment to the Articles of Incorporation is attached.

II

Each share of outstanding common stock of Galway Holding Inc. shall be converted into 38/100ths of a new share of common stock no par value of Roscrea Holding Inc. The shares of Galway Holding Inc. shall be deemed surrendered and cancelled of record as a result of this merger.

Each share of common stock of Roscrea Holding Inc. issued prior to the effective date of the merger shall remain unchanged as one share of common stock no par value of Roscrea Holding Corp.

III

Until altered, amended or repealed as therein provided, the by-laws of Roscrea Holding Corp. as they exist on the effective date of this Plan of Merger shall continue to be the by-laws of Roscrea Holding Corp. as the surviving corporation.


Roscrea Holding Corp. shall pay all expenses of carrying this Plan of Merger into effect .


Neither Roscrea Holding Corp. nor Galway Holding Inc. shall issue or sell or issue rights to subscribe to any shares of its capital stock, or shall declare any dividends on its capital stock prior to the effective date of the merger.


V


Upon the approval of this Plan of Merger by the stockholders of the merged and surviving corporations in accordance with the laws of the State of Florida, this Plan and Articles of Merger shall be filed with the Secretary of State of the State of Florida and this merger shall be effective as of the close of business on December 31, 2009.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by the President and Secretary of each of them, pursuant to the authority given them by their respective Boards of Directors.

Galway Holding Inc.
By 
Joseph P. Burns, President

Attest: 
Brian O. Burns, Secretary

Roscrea Holding Corp.
By 
Joseph P. Burns, President

Attest: 
Brian O. Burns, Secretary