

# K59643

## DEPARTMENT OF STATE ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:  
(Sub Account)

Date:

3/2/00

Requestor Name: Carlton Fields

Address: Post Office Box 190  
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Maelene Tyson (269)  
Cheryl Iglar (252)

900003156789--5

Corporation Name:

Lewmar, Inc.

Simpson-Lawrence, Inc.

Entity Number (if applicable):

Authorization:

Maelene Tyson

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -3 AM 11:56

Certified Copy (1-9)       UCC'S       Certificate of Status

New Filings       Plain Stamped Copy       Annual Report

Fictitious Name       Amendments       Registration

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( X ) Call if Problem

( ) After 5:00

( X ) Walk In

( ) Will Wait

( ) Pick Up

( ) Mail Out

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CF Internal Use Only

Client: 43388 Matter: 96919

TAL#501656.01

*Merger*  
*LP*  
*3-3-2000*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SIMPSON-LAWRENCE, INC., a Florida corporation (Document #K59643)

INTO

LEWMAR, INC., a Connecticut corporation not qualified in Florida

File date: March 3, 2000

Corporate Specialist: Louise Flemming-Jackson

Account number: FCA000000017

Account charged: 78.75

00 MAR -3 AM 11:56

**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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Lewmar, Inc.</u>	<u>Connecticut</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Simpson-Lawrence, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

**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** 03 / 03 / 00 (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 2/10/00.

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 2/10/00.

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

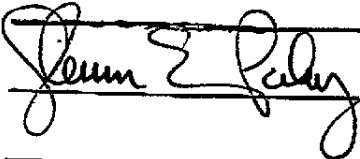
*(Attach additional sheets if necessary)*

Seventh: **SIGNATURES FOR EACH CORPORATION**

<b><u>Name of Corporation</u></b>	<b><u>Signature</u></b>	<b><u>Typed or Printed Name of Individual &amp; Title</u></b>
Lewmar, Inc.		Randolph Blanton, Assistant Secretary
Simpson-Lawrence, Inc.		Steven E. Paley, President

**PLAN OF MERGER**  
**(Non Subsidiaries)**

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>Lewmar, Inc.</u>		<u>Randolph Blanton, Assistant Secretary</u>
<u>Simpson-Lawrence, Inc.</u>		<u>Steven E. Paley, President</u>
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**PLAN OF MERGER**  
**(Non Subsidiaries)**

## **EXHIBIT A**

### **PLAN OF MERGER**

Plan of Merger, dated as of this 10th day of February, 2000.

**WHEREAS**, Lewmar, Inc. ("Lewmar") is a corporation duly organized and existing under the laws of the State of Connecticut and Simpson-Lawrence, Inc. ("SL"), is a corporation duly organized and existing under the laws of the State of Florida; and

**WHEREAS**, Lewmar has an authorized capital consisting of 5,000 shares of common stock, Par Value \$10.00 per share ("Lewmar Common Stock"), of which, as of the date hereof, 151,24437 shares are issued and outstanding, all of which, are owned by Clyde Companies, Inc. ("Parent") a corporation duly organized and existing under the laws of the State of Connecticut; and

**WHEREAS**, SL has an authorized capital consisting of 5,000 shares of common stock, Par Value \$1.00 per share ("SL Common Stock"), of which, as of the date hereof, 5,000 shares are issued and outstanding, all of which, are owned by Parent; and

**WHEREAS**, the shareholder and the Board of Directors of Lewmar and the shareholder and the Board of Directors of SL deem it advisable that SL be merged with and into Lewmar (the "Merger") as provided herein.

**NOW, THEREFORE**, the shareholder and the Board of Directors of Lewmar and the shareholder and the Board of Directors of SL hereby adopt this Plan of Merger.

#### **ARTICLE I Surviving Corporation**

In accordance with the applicable provisions of the Business Corporation Act of the State of Connecticut and the Florida Business Corporation Act, SL shall be merged with and into Lewmar. Lewmar shall be the surviving corporation and is herein sometimes referred to as the "Surviving Corporation."

#### **ARTICLE II Effect of the Merger**

Effective Date. The Merger shall become effective as of March 3, 2000 (the "Effective Date").

Effects of the Merger. At the Effective Date (i) the separate existence of SL shall cease and SL shall be merged with and into Lewmar, and (ii) the Certificate of Incorporation of Lewmar shall remain unchanged and shall be the Certificate of Incorporation of the Surviving Corporation.

**ARTICLE III**  
**Manner and Basis of Converting the Shares**

At the Effective Date, all of the assets and liabilities of SL shall become assets and liabilities of Lewmar, and all shares of SL Common Stock then issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, or either Lewmar or SL, be canceled and retired and cease to exist. At the Effective Date, in exchange for all shares of SL Common Stock, Parent, without any further authorizing action on the part of either Lewmar or SL shall be issued 348.75563 additional shares of Lewmar, so that Parent shall then hold a total of 500 shares of Lewmar.

**ARTICLE IV**  
**Statement Required by Section 607.1104 of the Florida Statutes**

If applicable, shareholders of SL, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 of the Florida Statutes regarding the rights of dissenting shareholders, to be paid the fair value of their shares.