

# L 65024

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

*SUE BUTZEN*  
Account Name : FOLEY & LARDNER  
Account Number : 072720000061  
Phone : (904) 359-2000  
Fax Number : (904) 359-8700

S TALLENT  
JAN 23 2018

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: sjenkins@spectrashield.com

## MERGER OR SHARE EXCHANGE CONCRETE CONSERVATION, INC.

|                       |                     |
|-----------------------|---------------------|
| Certificate of Status | 0                   |
| Certified Copy        | 0                   |
| Page Count            | 06                  |
| Estimated Charge      | <del>\$120.00</del> |

\$140.00

026556-0104



January 17, 2018

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CONCRETE CONSERVATION, INC.  
P O BOX 57309  
JACKSONVILLE, FL 32241-1354

SUBJECT: CONCRETE CONSERVATION, INC.  
REF: K65024

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing. *done*

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair  
Regulatory Specialist II

FAX Aud. #: H18000018841  
Letter Number: 918A00000986

RECEIVED  
18 JAN 22 AM 11:00  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE

Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity

RECEIVED  
CLERK OF COURT  
JAN 22 AM 9:57  
H18000018841 3

18 JAN 22 AM 9:57

FILED

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.102 Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u>                     | <u>Jurisdiction</u> | <u>Form/Entity Type</u>                |
|---------------------------------|---------------------|--|
| CCI Spectrum, Inc.              | Florida             | Profit Corporation V33007              |
| CCI Spectrum International, LLC | Florida             | Limited Liability Company L07000017745 |
| JMRIH Investments, LLC          | Florida             | Limited Liability Company L10000114654 |
|                                 |                     |  |

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u>                 | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|-----------------------------|---------------------|---------------------------|
| Concrete Conservation, Inc. | Florida             | Profit Corporation K65024 |

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

January 16, 2018 at 10:00 a.m. EST

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

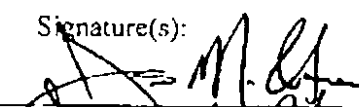

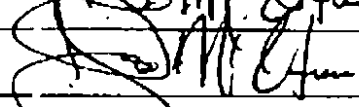

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

| Name of Entity/Organization:    | Signature(s):  | Typed or Printed Name of Individual: |
|---------------------------------|--|--------------------------------------|
| Concrete Conservation, Inc.     |  | James M. Hume                        |
| CCI Spectrum, Inc.              |  | James M. Hume                        |
| CCI Spectrum International, LLC |  | James M. Hume                        |
| JMRLH Investments, LLC          |  | James M. Hume                        |

|                                   |   |
|-----------------------------------|---|
| Corporations:                     | Chairman, Vice Chairman, President or Officer<br>(If no directors selected, signature of incorporator.) |
| General Partnerships:             | Signature of a general partner or authorized person   |
| Florida Limited Partnerships:     | Signatures of all general partners  |
| Non-Florida Limited Partnerships: | Signature of a general partner  |
| Limited Liability Companies:      | Signature of a member or authorized representative  |

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") dated as of January 4, 2018 provides for the merger (the "Merger") of CCI Spectrum, Inc., a Florida corporation ("CCI Spectrum"), CCI Spectrum International, LLC, a Florida limited liability company ("CCI Spectrum International") and JMRLH Investments, LLC, a Florida limited liability company ("JMRLH," and together with CCI Spectrum and CCI Spectrum International, the "Merging Companies") with and into Concrete Conservation, Inc., a Florida corporation (the "Surviving Corporation"), as follows:

1. **Merger.** Upon effectiveness of the Merger, the Merging Companies shall be merged with and into the Surviving Corporation, the separate existence of the Merging Companies shall cease and the Surviving Corporation shall be the surviving business entity.

2. **Effective Time.** The Merger of Merging Companies with and into the Surviving Corporation shall become effective at 10:00 a.m. on January 16, 2018 (the "Effective Time").

3. **Conversion of Interests and Shares.** Prior to the Effective Time and in connection with the Merger, each CCI Spectrum shareholder will receive one share of the Surviving Company for each share of CCI Spectrum that they own immediately prior to the Effective Time and each CCI Spectrum International member will receive one share of the Surviving Company and each JMRLH member will receive one share of the Surviving Company for each membership interest of CCI Spectrum and JMRLH that they own immediately prior to the Effective Time, respectively.

4. **Cancellation of Membership Interests.** At the Effective Time, each of the membership interests of CCI Spectrum International and JMRLH which are issued and outstanding immediately prior to the Effective Time shall be retired and cancelled, automatically, without any further action on the part of CCI Spectrum International, JMRLH or the Surviving Corporation, or otherwise.

5. **Cancellation of Shares.** At the Effective Time, each of the shares of CCI Spectrum which are issued and outstanding immediately prior to the Effective Time shall be retired and cancelled, automatically, without any further action on the part of CCI Spectrum, or the Surviving Corporation, or otherwise.

6. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, as in effect immediately before the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation, until thereafter amended.

7. **Effect of Merger.** At the Effective Time, the separate existence of Merging Companies shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of Merging Companies, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of Merging Companies, and neither the rights of creditors nor any liens on the property of Merging Companies shall be

impaired by the Merger. If at any time after the Effective Time the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Companies acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of Merging Companies, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of Merging Companies, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of Merging Companies acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.


8. **Surviving Corporation.** Concrete Conservation, Inc., a Florida corporation, is the Surviving Corporation and its business address is 4527 Sunbeam Road, Jacksonville, Florida 32257.

9. **Abandonment.** This Plan may be abandoned at any time prior to the Effective Time by any of the Merging Companies or the Surviving Corporation.

[Signatures appear on the following page]

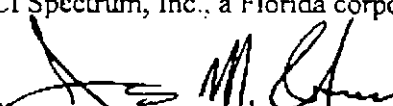
*Surviving Corporation*

Concrete Conservation, Inc., a Florida corporation

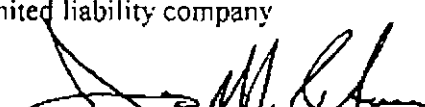
By:   
Name: James M. Hume  
Its: President

*Merging Companies*

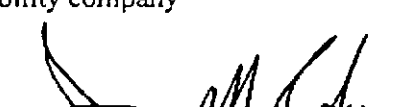
CCI Spectrum, Inc., a Florida corporation

By:   
Name: James M. Hume  
Its: President

CCI Spectrum International, LLC, a Florida limited liability company

By:   
Name: James M. Hume  
Its: Manager

JMRLH Investments, LLC, a Florida limited liability company

By:   
Name: James M. Hume  
Its: Manager