

K73239

ARTICLES OF MERGER
Merger Sheet

MERGING:

CIG, INC., a Florida corporation, K73239

INTO

E. E. BENTLEY INSULATION CO. OF DOTHAN, INC., an Alabama corporation
not qualified in Florida.

File date: August 22, 1997

Corporate Specialist: Joy Moon-French

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

900002275059--1
-08/22/97--01081--016
*****35.00 *****35.00

900002275059--1
-08/22/97--01081--015
*****35.00 *****35.00

GIL, Inc. (FL)

merging into

E.E. Bentley Insulation Co. of Okla., Inc (AL)

- ☐ Profit ☐ Amendment ☒ Merge
- ☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
- ☐ Limited Liability Co.
- ☐ Foreign ☐ Annual Report ☐ Other
- ☐ Limited Partnership ☐ Reservation ☐ Change of R.A.
- ☐ Reinstatement ☐ Fictitious Name Filing
- ☐ Certified Copy ☐ Photo Copies ☐ CUS
- ☐ Call When Ready ☐ Call if Problem ☐ After 4:30
- ☒ Walk In ☐ Will Wait ☒ Pick Up
- ☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8-22-97

File First

8/25

John Mager

ARTICLES OF MERGER
OF
CIG, INC., A FLORIDA CORPORATION
INTO

E. E. BENTLEY INSULATION CO. OF DOTHAN, INC.,
AN ALABAMA CORPORATION

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
CIG, Inc.	Florida
E. E. Bentley Insulation Co. of Dothan, Inc.	Alabama

The surviving corporation is E. E. Bentley Insulation Co. of Dothan, Inc.

SECOND: The laws of the state under which such foreign corporation is organized permits such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: E. E. Bentley Insulation Co. of Dothan, Inc., the surviving corporation, complies with Section 607.1105 F.S. CIG, Inc. complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

FOURTH: The plan of merger is set forth as Exhibit A attached.

FIFTH: The effective date of the Certificate of Merger shall be the date of filing of these Articles of Merger.

SIXTH: The plan of merger was adopted by the Board of Directors of CIG, Inc. on April 1, 1997, and by the Board of Directors of E. E. Bentley Insulation Co. of Dothan, Inc. on April 1, 1997. Shareholder approval of the plan of merger was not required pursuant to Section 607.1107 F.S.

Signed this 1st day of April, 1997.

CIG, INC.

By: 

Eugene A. Gargaro, Jr.
Its: Vice President and Secretary

E. E. BENTLEY INSULATION CO. OF
DOTHAN, INC.

By: 

Eugene A. Gargaro, Jr.
Its: Vice President and Secretary

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of April 1, 1997, among E. E. Bentley Insulation Company of Dothan, Inc., an Alabama corporation (the "Surviving Corporation") and CIG, Inc., a Florida corporation, (the "Merging Corporation") (with the Surviving Corporation and the Merging Corporation collectively referred to herein as the "Constituent Corporations").

A. The Constituent Corporations in consideration of the mutual agreements of each corporation as set forth hereinafter, deem it advisable and generally for the welfare of said corporations, that the Merging Corporations merge with and into the Surviving Corporation under and pursuant to the terms and conditions set forth herein (the "Merger").

B. The terms and conditions of the Merger, the mode of carrying the same into effect, the manner of dealing with the shares of the Constituent Corporations outstanding immediately prior to the effective time of the Merger, and other pertinent provisions of the Merger, are hereinafter set forth.

ARTICLE I

In accordance with the provisions of the laws of the State of Florida and the State of Alabama the Merging Corporation shall be merged with and into the Surviving Corporation.

ARTICLE II

The Merger shall become effective upon filing the Articles of Merger with the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act and the Articles of Merger with the Secretary of State of the State of Alabama in accordance with the Code of Alabama, 1975, (the "Effective Date").

ARTICLE III

The Articles of Incorporation of the Surviving Corporation are not to be amended by virtue of the Merger and the name of the Surviving Corporation will remain the same.

ARTICLE IV

On the Effective Date the Directors and officers of the Surviving Corporation will be the Directors and officers of the Surviving Corporation. Each Director and officer shall hold office until their respective successors are elected and qualified, as provided by law and the bylaws of the Surviving Corporation.

ARTICLE V

On the Effective Date the issued shares of Capital Stock of the Merging Corporation shall, by virtue of the Merger forthwith, cease to exist and be canceled without payment of any

consideration therefor. The outstanding shares of Common Stock of the Surviving Corporation will not be affected by the merger.

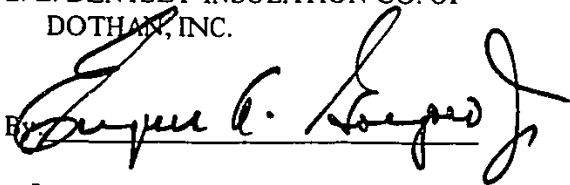
ARTICLE VI

On the Effective Date the separate existence of the Merging Corporation shall cease and all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and property of every kind and description of the Merging Corporation shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation, shall as effectively be the property of the Surviving Corporation. The Merging Corporation hereby agrees, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purpose hereof and the proper officers and directors of the Constituent Corporations are fully authorized to take any and all such action.

All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall then be attached to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

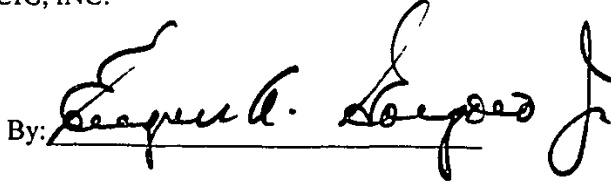
IN WITNESS WHEREOF, the Constituent Corporations have executed this Agreement as of the date first above written.

E. E. BENTLEY INSULATION CO. OF
DOTHAN, INC.

By: 

Its: Vice President and Secretary

CIG, INC.

By: 

Its: Vice President and Secretary