

K 87509

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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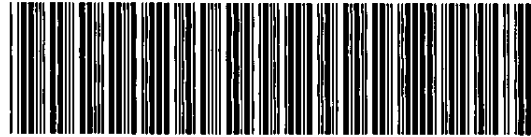
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
MAY 30 2012
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 219693 4308005

AUTHORIZATION :

COST LIMIT : \$ ~~78.75~~ \$90.00

ORDER DATE : May 29, 2012

ORDER TIME : 11:45 AM

ORDER NO. : 219693-005

CUSTOMER NO: 4308005

ARTICLES OF MERGER

TOUAX MODULAR BUILDINGS USA,
INC.

INTO

TOUAX MODULAR, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Becky Peirce

EXAMINER'S INITIALS:

C.L.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TOUAX MODULAR, LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Heather Papaleo

Contact Person

Pepper Hamilton LLP

Firm/Company

3000 Two Logan Square

Address

Philadelphia, PA 19103

City, State and Zip Code

papaleoh@pepperlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Heather Papaleo

at (215) 981-4787

Name of Contact Person

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

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 or 617.0302, 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>
Touax Modular Buildings USA, Inc.	Florida <i>K87509</i>	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
Touax Modular, LLC	Delaware	LLC
_____	_____	_____

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, 608, 617, and/or 620, Florida Statutes.

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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:

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:

c/o PHS Corporate Services, Inc.

1313 N. Market Street, Suite 5100

Wilmington, DE 19801

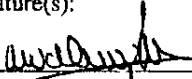

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

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.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Touax Modular Building USA, Inc.		Raphael Walewski
Touax Modular, LLC		Raphael Walewski

Corporations:	Chairman, Vice Chairman, President or Officer (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

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") dated May 29, 2012, between is made by and between Touax Modular Building USA, Inc., a Florida corporation ("TMB") and Touax Modular, LLC, a Delaware limited liability company ("TM"). TMB and TM are hereby jointly referred to as the "Merging Entities".

WITNESSETH:

WHEREAS, Touax Solutions Modulaires SAS, a French Société par Actions Simplifiée ("TSM"), TMB, Touax Leasing Corp., a Delaware corporation ("TLC"), and TM are parties to that certain Stock Purchase and Merger Agreement dated as of May 29, 2012 (the "Agreement");

WHEREAS, each of the Merging Entities, TSM and TLC is a wholly owned direct or indirect subsidiary of Touax SCA, a French Société en Commandite par Actions;

WHEREAS, pursuant to the Agreement, immediately prior to this Plan of Merger being effective TLC acquired the stock of TSM and pursuant to the Agreement this Plan of Merger was required to be completed; and

WHEREAS, the members and the managers of TM as the surviving party in the merger and the board of directors and the shareholders of TMB as the merged corporation have authorized the merger of TMB into TM pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law.

NOW, THEREFORE, the merger of TMB into TM shall be accomplished as follows:

ARTICLE I

Merger/Merging Party

As of the Effective Date (as defined below), TMB shall be merged into TM, with the exact name, form/entity type and jurisdiction for each merging party being set forth below:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Touax Modular Building USA, Inc.	Florida	Corporation

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ARTICLE II
Merger/Surviving Party

The exact name, form/entity type, and jurisdiction of the surviving party in the merger is set forth as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Touax Modular, LLC	Delaware	LLC

ARTICLE III
Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) Upon the terms and conditions set forth herein and in accordance with the Florida Business Corporation Act, as amended (the "Act"), and the Delaware Limited Liability Company Act, as amended (the "Delaware Act"), at the Effective Time (as defined below), TMB shall be merged with and into TM. As a result of the Merger, the separate corporate existence of TMB shall cease and TM shall continue as the surviving entity of the Merger.

(b) The effective date and time of the Merger shall be the date and time that all documents required to effectuate the Merger are filed in the State of Delaware and the state of Florida (the "Effective time").

(c) At the Effective Time, the Merger shall have the effects specified in Section 18-209 of the Delaware Act and Section 607.11101 of the Florida Act.

ARTICLE IV
Conversion of Shares and Membership Interests

At the Effective Time, by virtue of the Merger and without any action on the part of TMB, TM or any other person: (a) each share of capital stock of TMB issued and outstanding immediately prior to the Effective Time shall be canceled and extinguished for no consideration; and (b) the equity interest of TM issued and outstanding immediately prior to the Effective Time shall continue to remain issued and outstanding following the Effective Time and shall not be converted, exchanged or modified in any manner.

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ARTICLE V

Name and Addresses of Managers of Surviving Party

The name and business address of each manager of TM is as follows:

Edward R. Jackson	36181 East Lake Rd., Ste 204 Palm Harbor, Florida 34685, U.S.A.
Raphael Walewski	Tour Franklin, 23eme Etage, 100-101 Terras La Defense, Cedex FR 92042, France
Fabrice Walewski	Tour Franklin, 23eme Etage, 100-101 Terras La Defense, Cedex FR 92042, France
Christophe Boustouller	Tour Franklin, 23eme Etage, 100-101 Terras La Defense, Cedex FR 92042, France
Jean C. Faust	2744 Summerdale Dr N Clearwater, Florida 33761, U.S.A.
Stephen Ponak	2121 Ponce de Leon Boulevard, Suite #1200 Coral Gables, Florida 33134, U.S.A.

ARTICLE VI

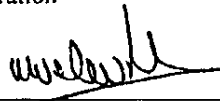
Statements Required by Delaware Law as the Jurisdiction of the Surviving Party

The surviving party shall be TM and will do business in Delaware under the name Touax Modular Building USA, LLC.

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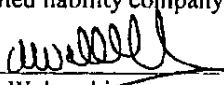
The parties have caused this Plan to be executed by their duly authorized officer or manager
as of the day and year first above-written.

TOUAX MODULAR BUILDING USA, INC.,
a Florida corporation

By: 
Name: Raphael Walewski
Title: President

"TMB" or merging entity

TOUAX MODULAR, LLC,
a Delaware limited liability company

By: 
Name: Raphael Walewski
Title: President

"TM" or surviving party