

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(904) 224-8870 • (800) 342-8870 • Fax (904) 222-1222

# LOI 0000009873

Crastman Contractors LLC

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

LOI-9873

Q

Signature \_\_\_\_\_

Requested by: EW

Name \_\_\_\_\_

Date 6/21

Time 10:39

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

Art of Inc. File \_\_\_\_\_

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

☒ L.C. File merger

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

Merger File \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

Photo Copy \_\_\_\_\_

Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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## ARTICLES OF MERGER

Pursuant to the provisions of Sections 607.1109 and 608.4382 of the Florida Statutes, these Articles of Merger are entered into and adopted by and between **CRAFTSMAN CONTRACTORS, INC.**, a Florida corporation, **NORTHWEST FLORIDA CONCRETE EQUIPMENT SALES, INC.**, a Florida corporation, and **NORTHWEST FLORIDA CONCRETE PUMPING, INC.**, a Florida corporation (collectively referred to as the "Corporations"), and **CRAFTSMAN CONTRACTORS, L.L.C.**, a Florida limited liability corporation (the "LLC"), for the purpose of merging them into one of such entities.

1. The Corporations and the LLC have adopted the attached Plan of Merger.
2. The name of the surviving entity is Craftsman Contractors, L.L.C., a Florida limited liability company.
3. The Plan of Merger was adopted by the Corporations and the LLC pursuant to Sections 607.1108 and 608.4381 of the Florida Statutes.
4. The Plan of Merger was adopted on the 18<sup>th</sup> day of June, 2001, by action of the sole stockholder and the sole director of each of the Corporations.
5. The Plan of Merger was adopted on the 18th day of June, 2001, by action of the sole member and manager of the LLC.
6. The Plan of Merger is effective for accounting purposes on the date of filing of these Articles of Merger with the Secretary of State of Florida.

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TALLAHASSEE FLORIDA

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DATED on the dates set forth below.

**CRAFTSMAN CONTRACTORS, INC.,**  
a Florida corporation

By: Patrick Sullivan  
Patrick Sullivan, President  
Date: June 18, 2001

**NORTHWEST FLORIDA CONCRETE  
EQUIPMENT SALES, INC.,**  
a Florida corporation

By: Patrick Sullivan  
Patrick Sullivan, President  
Date: June 18, 2001

**NORTHWEST FLORIDA CONCRETE  
PUMPING, INC.,**  
a Florida corporation

By: Patrick Sullivan  
Patrick Sullivan, President  
Date: June 18, 2001

**CRAFTSMAN CONTRACTORS, L.L.C.,**  
a Florida limited liability company

By: Patrick Sullivan  
Patrick Sullivan  
Manager  
Date: June 18, 2001

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TALLAHASSEE, FLORIDA

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## **PLAN OF MERGER**

THIS IS A PLAN OF MERGER entered between **CRAFTSMAN CONTRACTORS, INC.**, a Florida corporation, **NORTHWEST FLORIDA CONCRETE EQUIPMENT SALES, INC.**, a Florida corporation, and **NORTHWEST FLORIDA CONCRETE PUMPING, INC.**, a Florida corporation (collectively referred to as the "Corporations" and **CRAFTSMAN CONTRACTORS, L.L.C.**, a Florida limited liability corporation (the "LLC").

### **STIPULATIONS**

A. The Corporations are corporations organized and existing under the laws of the State of Florida, all with their principal offices at 55 South B Street, Pensacola, Florida, 32501. The Corporations are all wholly-owned subsidiary corporations of Craftsman Holding, Inc., a Florida corporation.

B. The LLC is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 55 South B Street, Pensacola, Florida 32501. All of the ownership interests in the LLC are owned by the LLC's single member, namely Craftsman Holding, Inc., a Florida corporation.

C. The sole stockholder and the sole director of each of the Corporations and the sole member and manager of the LLC deem it desirable and in the best business interests of the Corporations and the LLC that the Corporations be merged into the LLC, pursuant to the provisions of Sections 607.1108 et seq. and 608.438 et seq. of the Florida Statutes, with the LLC being the surviving business entity.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the Corporations and the LLC agree as follows:

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TALLAHASSEE, FLORIDA

Section 1. Merger. The Corporations shall merge with and into the LLC and the LLC shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of the Corporations shall cease, and the LLC shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Corporations without the necessity for any separate transfer. The LLC shall thereafter be responsible and liable for all liabilities and obligations of the Corporations and neither the rights of creditors nor any liens on the property of the Corporations shall be impaired by the merger.

Section 3. Conversion of Shares of Stock of the Corporations. Each of the Corporations are wholly-owned subsidiaries of Craftsman Holding, Inc. The manner and basis of converting the shares of stock of the Corporations into membership units of the LLC shall be done as follows: Six Hundred Eighty-Three (683) Class A Membership Units of the LLC will be issued for all of the issued and outstanding stock of each of the Corporations (for a total of 2,049 Class A Membership Units being issued to Craftsman Holding, Inc. as the sole stockholder of each of the Corporations) .

Section 4. Changes in Articles of Organization. The Articles of Organization of the LLC shall continue to be its Articles of Organization following the effective date of the merger.

Section 5. Changes in Operating Agreement/Regulations. The Operating Agreement of the LLC shall continue to be its Operating Agreement following the effective date of the merger until revised in accordance with the Articles of Organization and Operating Agreement of the LLC.

Section 6. Manager. The manager of the LLC as of and following the effective date of the merger shall be as follows:

Patrick Sullivan  
55 South B Street  
Pensacola, FL 32501

Section 7. Effective Date of Merger. The effective date of this merger for accounting purposes shall be the date of filing of the Articles of Merger with the Secretary of State of Florida.

Section 8. Execution of Agreement. This Plan of Merger may be executed by any number of counterparts, and each such counterpart shall constitute an original instrument.

DATED on the dates set forth below.

**CRAFTSMAN CONTRACTORS, INC.,**  
a Florida corporation

By: Patrick Sullivan  
Patrick Sullivan, President  
Date: June 18, 2001

**NORTHWEST FLORIDA CONCRETE  
EQUIPMENT SALES, INC.,**  
a Florida corporation

By: Patrick Sullivan  
Patrick Sullivan, President  
Date: June 18, 2001

**NORTHWEST FLORIDA CONCRETE  
PUMPING, INC.,**  
a Florida corporation

By: Patrick Sullivan  
Patrick Sullivan, President  
Date: June 18, 2001

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TALLAHASSEE, FLORIDA

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**CRAFTSMAN CONTRACTORS, L.L.C.,**  
a Florida limited liability company

By: *Pat Sullivan*  
Patrick Sullivan  
Manager

Date: June 18, 2001

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CRAFTSMAN CONTRACTORS, INC., NORTHWEST FLORIDA CONCRETE  
EQUIPMENT SALES, INC., and NORTHWEST FLORIDA CONCRETE  
PUMPING, INC. all Florida entity

INTO

CRAFTSMAN CONTRACTORS, L.L.C., a Florida entity, L01000009873

File date: June 21, 2001

Corporate Specialist: Tammi Cline