

L04000004445

(Requestor's Name)

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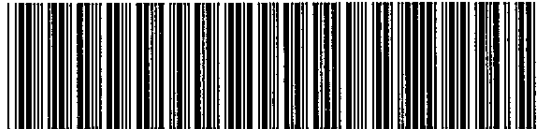
(Business Entity Name)

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2004 FEB 12 PM 1:36
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

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04 FEB 12 PM 4:18
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

J. BRYAN FEB 13 2004



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 436970 7137273

AUTHORIZATION :

COST LIMIT : \$ 60.00

ORDER DATE : February 12, 2004

ORDER TIME : 3:40 PM

ORDER NO. : 436970-005

CUSTOMER NO: 7137273

CUSTOMER: Eric M. Sauerberg, Esq
Eric M. Sauerberg, P.a.
Suite 102
200 Village Square Crossing
Palm Bch Garden, FL 33410

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

CALDER CONSTRUCTION, INC.

INTO

CALDER CONSTRUCTION, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Calder Construction, Inc. 5055 SW 91st Avenue Miami, FL 33165	Florida	Corporation
Florida Document/Registration Number: P97000100624		FEI Number: 650797174
2. Calder Construction, LLC 5055 SW 91st Avenue Miami, FL 33165	Florida	Limited Liability Compar
Florida Document/Registration Number: L04000004445		FEI Number: 650797174
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

Name and Street Address

Calder Construction, LLC

5055 SW 91st Avenue

Miami, FL 33165

Jurisdiction

Florida

Entity Type

Limited Liability Company

Florida Document/Registration Number: L04000004445

FEI Number: 650797174

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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HALL COUNTY CLERK
TALLAHASSEE, FLORIDA

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JAMES H. HARRIS, CLERK
TALLAHASSEE, FLORIDA

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

[illegible]

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Calder Construction, Inc.	Florida
Calder Construction, LLC	Florida

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JULIENNE CORPORATION
TALLAHASSEE, FLORIDA

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Calder Construction, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

Calder Construction, Inc. is owned solely by Bruce E. Calder. Calder Constructin, LLC is owned solely by Bruce E. Calder. Ownership of the surviving entity will remain the same. The merging entities are effectuating this merger in order to operate the construction company through Calder Construction, LLC as opposed to Calder Construction, Inc.

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

One (1) share of stock in Calder Construction, Inc. is being converted to one (1) unit of ownership interest in Calder Construction, LLC.

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CLAYTON CORPORATION
TALLAHASSEE, FLORIDA

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

All rights to acquire interests of the merged parties are subject to the consent of the sole owner. The rights to acquire interests for both merged parties were the same prior to the merger and remain unchanged after the merger.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Bruce E. Calder
5055 SW 91st Avenue
Miami, FL 33165

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

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CLERK OF COURTS
JACKSONVILLE, FLORIDA

(Attach additional sheet(s) if necessary)