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12/21/04--01051--003 **50.00

EFFECTIVE DATE

12/31/04

FLORIDA STATE
RECORDS & HISTORY

04 DEC 21 PM 2:19

FILED

FLORIDA STATE
RECORDS & HISTORY

04 DEC 21 PM 2:20

FILED

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

EFFECTIVE DATE

12/31/04

04 DEC 21 PM 2:19
TALLAHASSEE, FLORIDA

BIC, INC.

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ 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

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF MERGER **EFFECTIVE DATE**
12/31/04
Merging
SOUTHERN INDUSTRIAL CORPORATION
with and into
S.I.C., LLC

04 DEC 31 2004
FILED
STATE OF FLORIDA
PH 2:19

1. The names of the business entities which are parties to this merger are **SOUTHERN INDUSTRIAL CORPORATION**, a Florida corporation and **S.I.C., LLC**, a Florida limited liability company (the "Constituent Entities"). **S.I.C., LLC** shall be the surviving entity.

2. A true copy of the Agreement and Plan of Merger is attached hereto and by this reference incorporated herein and made a part hereof.

3. The Agreement and Plan of Merger was approved and adopted by each corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607 of the Florida Statutes and by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

4. All conditions precedent to the effectiveness of the Agreement and Plan of Merger have occurred.

5. The effective date of this merger shall be the later of December 31, 2004, or the date of the filing of these Articles of Merger by the Department of State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of the Constituent Entities this 16 day of December, 2004.

**SOUTHERN INDUSTRIAL
CORPORATION**

S.I.C., LLC

By: DAVID A. STEIN
DAVID A. STEIN, President

By: DAVID A. STEIN
**DAVID A. STEIN, President
and Manager**

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is by and between **SOUTHERN INDUSTRIAL CORPORATION**, a Florida corporation (the "Merging Corporation") and **S.I.C., LLC**, a Florida limited liability company (the "Surviving LLC")

RECITALS

- A. The authorized capital stock of the Merging Corporation consists of 1,000,000 shares of common stock, \$1.00 par value per share (the "Merging Corporation's Stock"), 177,416.2 shares of which are issued and outstanding.
- B. The Surviving LLC has 100 membership units issued and outstanding, all of which are owned by the same persons who own the Merging Corporation's Stock in the same proportions as such stock ownership ("Surviving LLC's Units")
- C. The parties hereto intend to cause a merger (the "merger") of the Merging Corporation into the Surviving LLC, pursuant to which all shares of the Merging Corporation's Stock shall be cancelled, the Surviving LLC will survive and the Surviving LLC's Units will remain outstanding.

AGREEMENT

In consideration of the terms, conditions and mutual covenants contained in this Agreement, the parties hereto agree as follows:

1. **Stockholder and Member Approval; Effectiveness of Merger.**

(a) This Agreement shall be submitted to the stockholders of the Merging Corporation and the members of the Surviving LLC (the "Constituent Entities") as provided by the applicable laws of the State of Florida and this Agreement.

(b) If (i) this Agreement is duly authorized and adopted by the votes or written consents of the stockholders of the Merging Corporation and the members of the Surviving LLC and (ii) this Agreement is not terminated and abandoned pursuant to the provisions of Section 5 hereof, Articles of Merger shall be executed and delivered to the Secretary of the State of Florida in accordance with the laws of the State of Florida as soon as practicable after the last approval by such stockholders and members, which Articles of Merger shall have this Agreement attached to them and incorporated in them by reference. The merger shall become effective the later of December 31, 2004, or the

date of the filing of the Articles of Merger with the Department of State of Florida, such date being herein sometimes called the "Effective Date."

2. **Terms of the Merger.** On the Effective Date the Merging Corporation shall be merged into the Surviving LLC; all assets and obligations of the Merging Corporation, as they exist on the Effective Date, shall pass to, vest in and become assets and obligations of the Surviving LLC; the separate existence of the Merging Corporation shall cease; and the Surviving LLC shall continue in existence.

3. **Articles of Organization, Regulations, Etc. of Surviving LLC.**

(a) From and after the Effective Date and until thereafter amended as provided by law, the Articles of Organization and the Operating Agreement of the Surviving LLC in effect immediately prior to the Effective Date shall continue in effect.

(b) From and after the Effective Date and until the next annual meeting of the members of the Surviving LLC, David A. Stein, whose address is 9009 Regency Square Boulevard, Jacksonville, Florida 32211, shall remain the President, Secretary, Treasurer and sole Manager of the Surviving LLC.

4. **Manner and Basis of Cancellation of Merging Corporation Stock.**

(a) On the Effective Date, all shares of the Merging Corporation's Stock shall be cancelled and all of the Surviving LLC's Units which are issued and outstanding immediately prior to the merger shall remain outstanding.

(b) Upon the surrender of the certificates for the Merging Corporation's Stock they will be cancelled.

5. **Termination.** Notwithstanding favorable action on the merger by the stockholders and members of the Constituent Entities, this Agreement may be terminated at any time prior to the Effective Date and the merger abandoned by the Board of Directors or Board of Managers of either of the Constituent Entities.

6. **Amendments.** The parties hereto by mutual consent of their respective Board of Directors and Board of Managers, prior to the Effective Date, may amend, modify and supplement this Agreement in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders and the members of the Constituent Entities.

7. **Miscellaneous.**

(a) This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

(b) If at any time any of the parties hereto shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers, directors, and managers of the parties shall as of the Effective Date execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

IN WITNESS WHEREOF, each of the Constituent Entities hereto has caused this Agreement to be executed by its President the 16th day of December, 2004.

**SOUTHERN INDUSTRIAL
CORPORATION**

S.I.C., LLC

By: 
DAVID A. STEIN, President

By: 
**DAVID A. STEIN, President
and Manager**