

L05000027004

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000235238 3)))



H120002352383ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
THE ARUNDEL CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$60.00

RECEIVED
12 SEP 26 AM 8:04
DIVISION OF CORPORATIONS

FILED
12 SEP 26 AM 5:29
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

SEP 27 2012

T. HAMPTON

**CERTIFICATE OF MERGER
OF
FRK PUTNAM, LLC
INTO
THE ARUNDEL CORPORATION**

September 21, 2012

In accordance with the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), The Arundel Corporation, a Maryland corporation, does hereby deliver this Certificate of Merger for the purpose of merging FRK Putnam, LLC, a Florida limited liability company, with and into The Arundel Corporation, a Maryland corporation (the "Merger"), with The Arundel Corporation being the surviving corporation in the Merger.

1. The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.
2. The Plan was approved by The Arundel Corporation in accordance with the applicable laws of the state of Maryland.
3. The Plan was approved by FRK Putnam, LLC in accordance with the applicable provisions of Chapter 608 of the Act.
4. The Merger shall become effective at 11:59 p.m., Eastern Daylight Time, on September 30, 2012.
5. The street address of The Arundel Corporation's principal office is 1200 Urban Center Drive, Birmingham, Alabama 35242.
6. As the surviving corporation in the Merger, The Arundel Corporation hereby appoints the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce obligations of FRK Putnam, LLC. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Florida is 1200 Urban Center Drive, Birmingham, AL 35242.
7. As the surviving corporation in the Merger, The Arundel Corporation has agreed to pay to any members of FRK Putnam, LLC with appraisal rights the amount to which such members are entitled under the Act.

[Signature Page Follows]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 SEP 26 AM 5:29

Dated as of the date first above written.

THE ARUNDEL CORPORATION

By: 

Name: Jerry F. Perkins Jr.

Its: Vice President

FRK PUTNAM, LLC

By: 

Name: Jerry F. Perkins Jr.

Its: Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 SEP 26 AM 5:29

Exhibit A

Agreement and Plan of Merger

See attached.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 SEP 26 AM 5:29

AGREEMENT AND PLAN OF MERGER

of

FRK PUTNAM, LLC
A Florida limited liability company
into

THE ARUNDEL CORPORATION
A Maryland corporation

September 21, 2012

Pursuant to Section 608.438 of the Florida Business Corporation Act (the "Florida Act") and Sections 4A-701 et seq. of the Maryland General Corporation Law (the "Maryland Law"), FRK Putnam, LLC, a Florida limited liability company, and The Arundel Corporation, a Maryland corporation, hereby adopt the following Agreement and Plan of Merger (the "Plan") as of the date first above written:

1. The names of the constituent entities that are parties to the merger are The Arundel Corporation, a Maryland corporation ("Arundel"), the parent corporation, and FRK Putnam, LLC, a Florida limited liability company ("FRK Putnam"), the subsidiary company. Pursuant to this Agreement and Plan of Merger, FRK Putnam shall be merged with and into Arundel (the "Merger").
2. The name of the surviving entity is The Arundel Corporation, a Maryland corporation.
3. Arundel is and will be a corporation organized and existing under the laws of the State of Maryland. Immediately prior to the Merger, Arundel owns one hundred percent (100%) of the outstanding membership interest of FRK Putnam.
4. The Merger shall become effective at 11:59 p.m., Eastern Daylight Time, on September 30, 2012 (the "Effective Time").
5. At the Effective Time of the Merger, the following shall occur:
 - (a) The Arundel Corporation. By virtue of the Merger and without any action on the part of the holders thereof, the shares of common stock of Arundel then issued and outstanding will not be converted or altered in any manner and will remain outstanding as shares of common stock of Arundel. Without limiting the foregoing, the sole shareholder of Arundel immediately before the Effective Time will have the same number of shares of common stock in Arundel immediately thereafter.
 - (b) FRK Putnam. By virtue of the Merger and without any action on the part of the holder thereof, the membership interest of FRK Putnam then

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 SEP 26 AM 5:29

outstanding held at the Effective Time of the Merger shall be cancelled, and no consideration (in the form of shares of common stock in Arundel or otherwise) shall be paid therefor.

6. The street address of Arundel's principal place of business is and will be 1200 Urban Center Drive, Birmingham, Alabama 35242.
7. This Agreement and Plan of Merger shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns. This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. This Agreement and Plan of Merger, including the other documents referred to herein, contains the entire understanding of the parties with respect to the subject matter hereof.

[Signature Page Follows]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 SEP 26 AM 5:29

IN WITNESS THEREOF, the undersigned have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

THE ARUNDEL CORPORATION

By: 

Name: Jerry F. Perkins Jr.
Its: Vice President

FRK PUTNAM, LLC

By: 

Name: Jerry F. Perkins Jr.
Its: Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 SEP 26 AM 5:29