

L05000116252

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300169785763

RECEIVED
10 FEB 25 PM 4:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 FEB 25 AM 8:39

B. KOHR

FEB 26 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 296778 83838A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 85.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 FEB 25 AM 8:39

ORDER DATE : February 25, 2010
ORDER TIME : 2:52 PM
ORDER NO. : 296778-005
CUSTOMER NO: 83838A

105.00

35
35
35

ARTICLES OF MERGER

BRA-TECH MOLDERS, INC.
ENDSDOWN TRIMWORX, INC.

INTO

SUNTEX LAMINATING, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: _____

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 FEB 25 AM 8:39

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>
BRA-TECH MOLDERS, INC.	Florida	profit corporation
ENDSDOWN TRIMWORX, INC.	Florida	profit 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>
SUNTEX LAMINATING, LLC	Florida	limited liability company

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.

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:

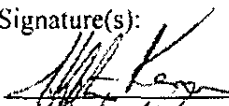
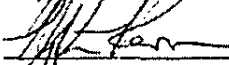
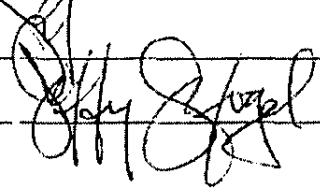
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
BRA-TECH MOLDERS, INC.		Hylton F. Karon, President
ENDSDOWN TRIMWORX, INC.		Hylton F. Karon, President
SUNTEX LAMINATING, LLC		Jeffrey Spilfogel, Member

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

PLAN OF MERGER

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>
BRA-TECH MOLDERS, INC.	Florida	profit corporation
ENDSDOWN TRIMWORX, INC.	Florida	profit 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>
SUNTEX LAMINATING, LLC	Florida	limited liability company

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

All assets of the merging corporations are transferred to the surviving limited liability company and all liabilities of the merging corporations are assumed by the surviving limited liability company.

(Attach additional sheet 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

100% of the common stock of the merging corporations which are wholly owned by
Hylton F. Karon will be converted into membership interests in the surviving limited
liability company and distributed pro rata to the existing members of the surviving
limited liability company in the same percentages as their current percentage
interests in the surviving limited liability company, such that each member of the
surviving limited liability company shall share the same percentage interest after
the merger as it did before the merger.

(Attach additional sheet if necessary)

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

100% of the common stock of the merging corporations which are wholly owned by
Hylton F. Karon will be converted into membership interests in the surviving limited
liability company and distributed pro rata to the existing members of the surviving
limited liability company in the same percentages as their current percentage
interests in the surviving limited liability company, such that each member of the
surviving limited liability company shall share the same percentage interest after
the merger as it did before the merger.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Jeffrey Spilfogel, 1255 Hill Avenue, West Palm Beach, Florida 33407

William Spilfogel, 1255 Hill Avenue, West Palm Beach, Florida 33407

Hylton Karon, 1255 Hill Avenue, West Palm Beach, Florida 33407

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)