

SEP-05-2007 13:18 From:

To: 850 205 0381

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Division of Corporations

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**L070000014384**

## Florida Department of State

Division of Corporations

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**To:**

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Fax Number : (850) 205-0380

**From:**

Account Name : ARISTA LAW

Account Number : I20040000182

Phone : (305) 444-7662

Fax Number : (305) 444-7275

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## MERGER OR SHARE EXCHANGE

### TRICORD HURRICANE PRODUCTS, LLC

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	<del>\$105.00</del>

**\$95.00**

JB

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**CERTIFICATE OF MERGER  
OF  
TRICORD HURRICANE PRODUCTS, LLC  
AND  
TRICORD HURRICANE PRODUCTS, INC.**

TRICORD HURRICANE PRODUCTS, LLC, a Florida limited liability company and TRICORD HURRICANE PRODUCTS, INC., an Oklahoma corporation (individually, a "Company," and collectively, the "Companies"), hereby certify that:

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**FIRST:** The Companies agree to merge.

**SECOND:** The name, form/entity type, street address of its principal office, and place of organization of each of the parties to the merger are:

- (1) TRICORD HURRICANE PRODUCTS, LLC, 3347 South Utica Avenue, Tulsa, Oklahoma 74105, a limited liability company organized under the laws of Florida.  
Florida Document/Registration Number: L07000014384; and
- (2) TRICORD HURRICANE PRODUCTS, INC., 3347 South Utica Avenue, Tulsa, Oklahoma 74105, a corporation organized under the laws of Oklahoma.  
Oklahoma Control Number: 4377940002.

**THIRD:** The name of the surviving party is TRICORD HURRICANE PRODUCTS, LLC, which was organized under the laws of the State of Florida.

**FOURTH:** The attached Plan of Merger meets the requirements of section 608.4382, Florida Statutes, and section 1090.2 of Title 18, Oklahoma Statutes, and was approved by each Company that is a party to the merger.

**FIFTH:** The terms and conditions of the Plan of Merger were advised, authorized and approved by the majority of the members of TRICORD HURRICANE PRODUCTS, LLC in accordance with section 608.4381, Florida Statutes and by the majority consent of its members in accordance with section 1090.2 of Title 18, Oklahoma Statutes.

**SIXTH:** An amendment to the Articles of Organization of the surviving Company, TRICORD HURRICANE PRODUCTS, LLC, is required on account of the merger to reflect the following as managing-members of TRICORD HURRICANE PRODUCTS, LLC, the Surviving Entity:

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Name	Address
Charles Hess	3347 S. Utica Avenue, Tulsa, OK 74105
Kenny Tolbert	3347 S. Utica Avenue, Tulsa, OK 74105

SEVENTH: Prior to the merger, the percentage of interests of each class of interest in each Company was:

(1) TRICORD HURRICANE PRODUCTS, LLC

100% owned by TRICORD HURRICANE PRODUCTS, INC. with no separate class of stock distinction.

- The sole managing-member is TRICORD HURRICANE PRODUCTS, INC. and shall be such person(s) as set forth from time to time in the Articles of Organization of TRICORD HURRICANE PRODUCTS, LLC.

(2) TRICORD HURRICANE PRODUCTS, INC.

Common Shares consist of the following:

Name	Shares	Ownership Interest
Charles D. Hess	1,062,500	31.39%
Ginger D. Hess	1,062,500	31.39%
Kenny Tolbert/Mary Tolbert	500,000	14.77%
Scott D. Schiff, Ph.D	250,000	7.39%
Kenny Tolbert/Mary Tolbert	500,000	14.77%
Sara Diaz	10,000	0.30%
<b>Total</b>	<b>3,385,000</b>	<b>100%</b>

Preferred Shares consist of the following:

Name	Shares	Ownership Interest
Thomas J. Spalding/Barbara J. Spalding	50,000	7.31%
Victor Keen	300,000	43.83%
Mike Bailey/Laguna Frisco, Inc.	34,462	5.04%
Denis Schoenhofer	150,000	21.92%
Trent Tucker	100,000	14.61%
Neal Tomlins	50,000	7.31%
<b>Total</b>	<b>684,462</b>	<b>100%</b>

EIGHTH: The manner and basis of converting the outstanding interests of each LLC into interests of the surviving LLC are as follows:

A one percent of Common Shares in TRICORD HURRICANE PRODUCTS, INC. as it exists immediately prior to the merger will become a 1% of Common Units in TRICORD

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HURRICANE PRODUCTS, LLC on the effective date of the merger, a one percent of Preferred Shares in TRICORD HURRICANE PRODUCTS, INC. as it exists immediately prior to the merger will become a 1% of Preferred Units in TRICORD HURRICANE PRODUCTS, LLC on the effective date of the merger.

NINTH: The members of TRICORD HURRICANE PRODUCTS, LLC and shareholders of TRICORD HURRICANE PRODUCTS, INC. have duly approved the Certificate of Merger by the majority consent of the members of TRICORD HURRICANE PRODUCTS, LLC and by the majority consent of the shareholders of TRICORD HURRICANE PRODUCTS, INC. the transactions contemplated herein.

TENTH: The Merger shall become effective when the last to occur of the following actions shall have been completed:

- (i) An executed counterpart of the attached Plan of Merger meeting the requirements of Florida law shall have been accepted for filing by the Secretary of State of the State of Florida; and
- (ii) An executed counterpart of the attached Plan of Merger meeting the requirements of Oklahoma law shall have been accepted for filing by the Secretary of State of the State of Oklahoma.

ELEVENTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

TWELFTH: Business Filings Incorporated located at 1203 Governor's Square Blvd, Suite 101, Tallahassee, Florida is appointed as registered agent of the surviving entity, TRICORD HURRICANE PRODUCTS, LLC, on whom process in the State of Florida in any action, suit, or proceeding for the enforcement of an obligation of each company constituent to the merger may be served and the address to which a copy of the process is to be mailed is: TRICORD HURRICANE PRODUCTS, LLC, 3347 South Utica Avenue, Tulsa, Oklahoma 74105.

IN WITNESS WHEREOF, each party has caused this Certificate of Merger to be signed in its name and on its behalf by its authorized person, and its seal to be hereunder affixed this 5<sup>th</sup> day of September, 2007. Each authorized person acknowledges this Certificate of Merger to be the act and deed of the Company on whose behalf the authorized person has executed this Certificate of Merger and, under the penalties of perjury, certifies that the matters and facts set forth herein are true in all material respects to the best of that person's knowledge, information, and belief.

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WITNESS:

TRICORD HURRICANE PRODUCTS, LLC

By:   
Charles Hess, Managing Member

TRICORD HURRICANE PRODUCTS, INC.

By:   
Charles Hess, Director

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**PLAN OF MERGER  
OF  
TRICORD HURRICANE PRODUCTS, LLC  
AND  
TRICORD HURRICANE PRODUCTS, INC.**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section 608.4381, Florida Statutes, and section 1090.2 of Title 18, Oklahoma Statutes, is being submitted in accordance with section 608.438, Florida Statutes and section 1090.2 of Title 18, Oklahoma Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TRICORD HURRICANE PRODUCTS, LLC	Florida	Limited Liability Company
TRICORD HURRICANE PRODUCTS, INC.	Oklahoma	Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TRICORD HURRICANE PRODUCTS, LLC	Florida	Limited Liability Company

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

- A. Merger. On the effective date of the merger as set forth in the Certificate of Merger TRICORD HURRICANE PRODUCTS, INC. shall be merged with and into TRICORD HURRICANE PRODUCTS, LLC (the "Merger"), upon the terms and conditions of this Plan of Merger. The surviving company shall be TRICORD HURRICANE PRODUCTS, LLC.
- B. Approval of Members. The members of TRICORD HURRICANE PRODUCTS, LLC and shareholders of TRICORD HURRICANE PRODUCTS, INC. have duly approved the Plan of Merger by the majority consent of the members of TRICORD HURRICANE PRODUCTS, LLC and by the majority consent of the shareholders of TRICORD HURRICANE PRODUCTS, INC. the transactions contemplated herein.
- C. Filings and Effectiveness. As soon as practicable TRICORD HURRICANE PRODUCTS, LLC and TRICORD HURRICANE PRODUCTS, INC. will cause the Certificate of Merger along with any other required document to be filed with the Office of the Secretary of State of Florida pursuant to section 608.4382, Florida Statutes and sections 1090.2 and 1081 of Title 18, Oklahoma Statutes. The Merger shall become effective when the last to occur of the following actions shall have been completed:

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- (i) An executed Certificate of Merger or an executed counterpart of this Plan of Merger meeting the requirements of Florida law shall have been accepted for filing by the Secretary of State of the State of Florida.
- (ii) An executed Certificate of Merger or an executed counterpart of this Plan of Merger meeting the requirements of Oklahoma law shall have been accepted for filing by the Secretary of State of the State of Oklahoma.

The date and time when the Merger becomes effective is called the "Effective Date of the Merger."

- D. Effect of Merger. The surviving company shall be TRICORD HURRICANE PRODUCTS, LLC. TRICORD HURRICANE PRODUCTS, LLC, as the surviving party, will continue to be governed by the laws of the State of Florida and the separate existence of TRICORD HURRICANE PRODUCTS, LLC and all of its rights, privileges, immunities and franchises, public or private, and all of its duties and liabilities as a limited liability company organized under the laws of the State of Florida will continue unaffected and unimpaired by the Merger. At the close of business on the Effective Date of the Merger, the separate corporate existence of TRICORD HURRICANE PRODUCTS, INC. shall cease. At that time all rights, franchises and interests of TRICORD HURRICANE PRODUCTS, LLC and TRICORD HURRICANE PRODUCTS, INC., respectively, in and title to every type of property, whether real, personal or mixed, and choices in action shall be transferred to and vested in TRICORD HURRICANE PRODUCTS, LLC by virtue of the Merger without any deed or other transfer. TRICORD HURRICANE PRODUCTS, LLC without any order or other action on the part of any court or otherwise, shall possess all and singular the rights, privileges, powers and franchises, and shall be subject to all the restrictions, disabilities and duties of TRICORD HURRICANE PRODUCTS, LLC and TRICORD HURRICANE PRODUCTS, INC. and all property, whether real, personal or mixed, of TRICORD HURRICANE PRODUCTS, LLC and TRICORD HURRICANE PRODUCTS, INC., and all debts due to TRICORD HURRICANE PRODUCTS, LLC or TRICORD HURRICANE PRODUCTS, INC. on whatever account, and all other things in action or belonging to each of said companies, shall be vested in TRICORD HURRICANE PRODUCTS, LLC. All property, rights, privileges, powers and franchises, and all and every other interest of TRICORD HURRICANE PRODUCTS, LLC and TRICORD HURRICANE PRODUCTS, INC. as of the Effective Date of the Merger, including, but not limited to, all patents, trademarks, licenses, registrations, and all other intellectual properties, shall thereafter be the property of TRICORD HURRICANE PRODUCTS, LLC to the same extent and effect as such was of the respective parties prior to the Effective Date of the Merger, and the title to any real estate vested by deed or otherwise in TRICORD HURRICANE PRODUCTS, LLC and TRICORD HURRICANE PRODUCTS, INC. shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of TRICORD HURRICANE PRODUCTS, LLC and TRICORD HURRICANE PRODUCTS, INC. shall thenceforth attach to TRICORD HURRICANE PRODUCTS, LLC and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by TRICORD HURRICANE PRODUCTS, LLC. Neither the

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rights of creditors nor any liens or security interests upon the property of either of the parties shall be impaired by the Merger. TRICORD HURRICANE PRODUCTS, LLC shall carry on business with the assets of TRICORD HURRICANE PRODUCTS, LLC and TRICORD HURRICANE PRODUCTS, INC. The established offices and facilities of TRICORD HURRICANE PRODUCTS, LLC and TRICORD HURRICANE PRODUCTS, INC. immediately prior to the Merger shall become the established offices and facilities of TRICORD HURRICANE PRODUCTS, LLC. The shares, obligations, or other securities and other interests, and the rights to acquire such shares, obligations, or other securities and other interests of TRICORD HURRICANE PRODUCTS, INC. shall be converted into membership interests, obligations, or other securities and other interests, or rights to such securities, obligations or other interests, of TRICORD HURRICANE PRODUCTS, LLC.

All acts, plans, policies, resolutions, approvals and authorizations by shareholders, committees, and agents of TRICORD HURRICANE PRODUCTS, INC., which were valid and effective immediately prior to the Merger shall be taken for all purposes as the acts, plans, policies, resolutions, approvals and authorizations of TRICORD HURRICANE PRODUCTS, LLC and shall be as effective and binding thereon as the same were with respect to TRICORD HURRICANE PRODUCTS, INC. The employees of TRICORD HURRICANE PRODUCTS, INC. shall become the employees of TRICORD HURRICANE PRODUCTS, LLC and continue to be entitled to the same rights and benefits which they enjoyed as employees of TRICORD HURRICANE PRODUCTS, INC.

- E. Governing Law. This Plan of Merger shall be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable and consistent with the laws of the State of Florida, the merger provisions of the laws of the State of Oklahoma.

FOURTH: All statements required to be set forth in the Plan of Merger by the laws of Oklahoma are set forth above.

FIFTH:

- 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:

A one percent (1%) of Common Shares in TRICORD HURRICANE PRODUCTS, INC. as it exists immediately prior to the merger will become a one percent (1%) of Common Units in TRICORD HURRICANE PRODUCTS, LLC on the effective date of the merger, a one percent (1%) of Preferred Shares in TRICORD HURRICANE PRODUCTS, INC. as it exists immediately prior to the merger will become a one percent (1%) of Preferred Units in TRICORD HURRICANE PRODUCTS, LLC on the effective date of the merger.

- 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



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other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

A right to acquire one percent (1%) of Common Shares in TRICORD HURRICANE PRODUCTS, INC. as it exists immediately prior to the merger will become a right to acquire one percent (1%) of Common Units in TRICORD HURRICANE PRODUCTS, LLC on the effective date of the merger, a right to acquire one percent (1%) of Preferred Shares in TRICORD HURRICANE PRODUCTS, INC. as it exists immediately prior to the merger will become a right to acquire one percent (1%) of Preferred Units in TRICORD HURRICANE PRODUCTS, LLC on the effective date of the merger.

SIXTH: The names and addresses of the managing members of TRICORD HURRICANE PRODUCTS, LLC, the Surviving Entity, are as follows:

<u>Name</u>	<u>Address</u>
Charles Hess	3347 S. Utica Avenue, Tulsa, OK 74105
Kenny Tolbert	3347 S. Utica Avenue, Tulsa, OK 74105

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:

The Certificate of Merger shall comply with section 1090.2 of Title 18, Oklahoma Statutes.

IN WITNESS WHEREOF, each party has caused this Plan of Merger to be signed in its name and on its behalf by its authorized person, and its seal to be hereunder affixed this 5<sup>th</sup> day of September, 2007. Each authorized person acknowledges this Plan of Merger to be the act and deed of the LLC on whose behalf the authorized person has executed this Plan of Merger and, under the penalties of perjury, certifies that the matters and facts set forth herein are true in all material respects to the best of that person's knowledge, information, and belief.

WITNESS:

TRICORD HURRICANE PRODUCTS, LLC

By: Charles Hess  
Charles Hess, Managing Member

TRICORD HURRICANE PRODUCTS, INC.

By: Charles Hess  
Charles Hess, Director

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