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.

(((H120000987263)))



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 : FARMER & ASSOCIATES, PLLC

Account Number : I20070000090

Phone

: (239)262-2040

Fax Number

: (239)262-2180

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

MERGER OR SHARE EXCHANGE CONTRACTOR, LLC

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$77.50

Electronic Filing Menu

Corporate Filing Menu

Help

https://efile.sunbiz.org/scripts/efilcovr.exe

4/13/2012

ARTICLES OF MERGER

OF

CONTRACTOR, INCORPORATED, a Florida corporation (hereinafter "Merging Entity") WITH AND INTO

CONTRACTOR, LLC, a Florida limited liability company (hereinafter "Surviving Entity")

The following Articles of Merger are submitted to merge the following Florida corporation and limited liability company in accordance with sections 607.1109 and 608.4382, Florida Statutes.

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

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

Name and Street Address

Jurisdiction

Entity Type

Contractor, LLC

Florida

Limited Liability Company
4346 Harbour Lane

North Fort Myers, FL 33902

<u>THIRD</u>: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of Florida and is not prohibited by the bylaws or articles of incorporation of the Merging Entity or by the operating agreement or articles of organization of the Surviving Entity, which are parties to the merger.

FIFTH: The merger shall be effective as of the date of filing.

MITHER IN V

H12000098726 3

SIXTH: The Articles of Merger comply with, and were executed in accordance with the laws of the State of Florida.

CONTRACTOBANCORPORATED

a Plotida cosporation

omissette, Its President

CONTRACTOR, LLC
a Florida limited liability company

James P. Morrissette, Its Co-Manager

Kevin Robbins, Its Co-Manager

PLAN OF MERGER

CONTRACTOR, INCORPORATED, a Florida corporation (hereinafter the "Merging Entity")

WITH AND INTO

CONTRACTOR, LLC, a Florida limited liability company (hereinafter "Surviving Entity")

THIS PLAN OF MERGER ("Plan") effective on April 13, 2012, between CONTRACTOR, LLC, a Florida limited liability company, and CONTRACTOR, INCORPORATED, a Florida corporation, is submitted in compliance with Florida Statutes §607.11101 and §608.438.

WITNESSETH:

WHEREAS, the Articles of Organization of the Surviving Entity were filed in the office of the Department of State of Florida on April 12, 2012; and

WHEREAS, the Articles of Incorporation of the Merging Entity were filed in the office of the Department of State of Florida on December 28, 2009 with an effective date of January 1, 2010; and

WHEREAS, the Members and Managers of the Surviving Entity and the Sole Shareholder and the Sole Director of the Merging Entity have authorized the merger of the Merging Entity with and into the Surviving Entity pursuant to the Plan set forth herein, in the manner prescribed by the applicable Florida Statutes; and

NOW, THEREFORE, the merger of the Merging Entity into the Surviving Entity shall be accomplished as follows:

ARTICLE I Merger

Effective as of the date of filing of the Articles of Merger (the "Effective Date"), the Merging Entity shall be merged with and into the Surviving Entity and the separate existence of Merging Entity shall cease.

ARTICLE II

Articles of Organization, Operating Agreement and Name

The Articles of Organization and Operating Agreement of the Surviving Entity shall remain in effect and unchanged as a result of the merger. The name of the Surviving Entity shall be "CONTRACTOR, LLC".

04/13/2012 12:50

ARTICLE III

Manner of Converting Shares

- (a) As of the Effective Date, any and all shares of the Merging Entity shall by virtue of the merger and without any action on the part of the holder thereof, be deemed cancelled and extinguished on the part of the holders as of the Effective Date and shall cease to exist, and shall not be converted into membership interests of the Surviving Entity.
- (b) The transfer books of the Merging Entity shall be closed as of the close of business on the Effective Date and no transfer of record of any of the shares of capital stock of Merging Entity shall take place thereafter.
- (c) Any rights (if any) to acquire interests, shares, obligations or other securities of the Merging Entity as of the Effective Date, by virtue of the merger and without any action by any party or holder, shall be deemed terminated.
- (d) Upon the Effective Date, each membership interest in the Surviving Entity outstanding on the Effective Date shall, by virtue of the Merger and without further action on the part of the holder, remain outstanding and unchanged. The members of the Surviving Entity shal continue to own all of the outstanding membership interests of the Surviving Entity in the same amount as existed immediately prior to the Effective Date.

ARTICLE IV

Other Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

- (a) The Articles of Organization and the Operating Agreement of the Surviving Entity shall remain in effect and unchanged as a result of this merger.
 - (b) The Surviving Entity shall pay all expenses incident to this merger.
- (d) Upon the Effective Date, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the Merging Entity, without the necessity for any separate transfer. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to the Merging Entity shall be vested in the Surviving Entity, and the title to any real estate, whether by deed or otherwise, vested in the Merging Entity shall not revert or be in any way impaired by reason of this merger; provided, however, that all rights of creditors and all liens upon the property of the Merging Entity shall be preserved unimpaired.
- (e) Following the merger, the Surviving Entity may cause a copy of the Articles of Merger and Plan of Merger, and such other documents as the Manager of the Surviving Entity shall decide, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merging Entity is situated.

H12000098726 3

If, at any time, the Surviving Entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Merging Entity, the proper shareholders, directors, officers and/or agents of the Merging Entity shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Entity, and otherwise to carry out the purposes of this Plan.

ARTICLE V <u>Manager</u>

The name and the address of the Managers of the Surviving Entity are:

2392622180

James P. Morrissette 4346 Harbour Lane North Fort Myers, FL 33903 Kevin Robbins 22 Davis Street Franklin, NH 03235

ARTICLE VI Tax Consequences

Immediately following the merger, the Surviving Entity shall be classified as an association, taxable as a corporation for all purposes of the Internal Revenue Code of 1986 as amended (the "Code"). For federal income tax purposes, the merger of the Merging Entity with and into the Surriving Entity shall be treated as a reorganization under Section 368(a)(1)(F) of the Code.

ARTICLE VII Approval of Merger

The parties do hereby acknowledge and confirm as follows:

- In accordance with \$607.1103 of the Florida Statutes, this Plan has been duly adopted and approved by written consent dated April 12, 2012, by the Sole Shareholder and Sole Director of the Merging Entity, and the undersigned Director of Merging Entity has been authorized and directed to execute same.
- In accordance with \$608.4381 of the Florida Statutes, this Plan has been duly adopted and approved by written consent dated April 12, 2012, by the Co-Managers and the Members of the Surviving Entity, and the undersigned Co-Manager of the Surviving Entity has been authorized and directed to execute same.

H12000098726 3

H120000987263

The parties have caused this Plan to be executed by their duly authorized director and manager effective as of the day first above-written.

CONTRACTOR, LLC

a Florida limited liability company

James P. Morrissette, Manager

CONTRACTOR, INCORPORATED a Florida corporation,

James P. Morrissette, Its Director