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**MERGER OR SHARE EXCHANGE
FABIO PERINI LATIN AMERICA, INC.**

Certificate of Status	0
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Merger

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ARTICLES OF MERGER OF
FABIO PERINI LATIN AMERICA, INC.,
a Florida domestic profit corporation
INTO
FABIO PERINI NORTH AMERICA, INC.,
a Wisconsin profit corporation

For the State of Florida

Pursuant to Title XXXVI, Section 607.1109 of the Florida Business Corporation Act, the undersigned corporations execute the following Articles of Merger:

FIRST: The name of each constituent corporation to the merger is Fabio Perini North America, Inc., a Wisconsin corporation, and Fabio Perini Latin America, Inc., a Florida corporation.

SECOND: The Plan and Agreement of Merger, attached hereto as Exhibit A was approved, adopted, certified, executed and acknowledged by the Sole Shareholder of Fabio Perini Latin America, Inc. in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes on December 13, 2013.

THIRD: The Plan and Agreement of Merger, attached hereto as Exhibit A was approved by each other business entity that is a party to the merger on December 13, 2013, in accordance with the applicable laws of the state, country, or jurisdiction under which such other business entity is formed, organized or incorporated.

FOURTH: The name of the surviving corporation is Fabio Perini North America, Inc., a Wisconsin corporation. The address of the principal office of the surviving corporation is 3060 S. Ridge Road, Green Bay, WI 54304.

FIFTH: The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

SIXTH: The merger is to become effective as of January 1, 2014 at 00:00 am.

SEVENTH: A copy of the Plan and Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHTH: The surviving corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Florida Business Corporation Act, appoints the Secretary of State of Florida as its agent to accept services of process in any such suit or proceeding and 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 Section 607.1302 of the Florida Statutes. The Secretary of State of Florida shall mail any such process to the surviving corporation at Pablo Perini North America, Inc., c/o Stephen R. Lundeen, Esq., Wille & Lundeen LLP, 207 East Michigan Street, Suite 410, Milwaukee, WI 53202.

IN WITNESS WHEREOF, the constituent corporations have caused these Articles of Merger to be signed by an authorized officer, the 17th day of December, 2013.

By: _____

Authorized Officer

Name: Peter Augustine
Title: President
Pablo Perini North America, Inc.

By: _____

Authorized Officer

Name: Stefano DiSanto
Title: Chairman & Chief Executive Officer
Pablo Perini Latin America, Inc.

PLAN AND AGREEMENT OF MERGER
BETWEEN
FABIO PERINI LATIN AMERICA, INC.
AND
FABIO PERINI NORTH AMERICA, INC.

This Plan and Agreement of Merger (the "Plan") is made and entered into as of the 11 day of December, 2013, by and between FABIO PERINI LATIN AMERICA, INC., a Florida corporation (hereinafter referred to as "FPLA") and FABIO PERINI NORTH AMERICA, INC., a Wisconsin corporation (hereinafter referred to as "FPNA" or the "Surviving Corporation").

WITNESSETH:

WHEREAS, FPLA is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on February 21, 1990; and

WHEREAS, FPNA is a corporation organized and existing under the laws of the State of Wisconsin, its Articles of Incorporation having been filed in the office of the Secretary of the State of Wisconsin on January 30, 1978; and

WHEREAS, all of the issued and outstanding shares of the capital stock of FPLA and FPNA are owned by Fabio Perini S.p.A., an Italian limited liability company (hereinafter referred to as "PPS");

WHEREAS, the aggregate number of shares that FPLA has authority to issue is Five Hundred (500), having a par value of \$1.00 per share, of which a total of Five Hundred (500) shares are issued and outstanding as of the date hereof to PPS.

WHEREAS, the aggregate number of shares that FPNA has authority to issue is Two Thousand Two Hundred (2,200), having no par value, of which a total of Two Hundred Sixty-seven (267) shares are issued and outstanding as of the date hereof to PPS; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable and in its best interest that FPLA be merged into FPNA on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Florida and Wisconsin respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, FPLA and FPNA, by their respective Board of Directors, have agreed and do hereby agree, each with the other, as follows:

ARTICLE I

FPNA and PPLA shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Wisconsin and of the State of Florida, by PPLA merging into FPNA. PPLA shall be the non-surviving corporation to the merger. FPNA shall be the surviving corporation to the merger.

ARTICLE II

Upon the merger becoming effective as provided by the applicable laws of the State of Wisconsin and of the State of Florida (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date of the Merger"):

- a. PPLA and FPNA shall be a single corporation, which shall be FPNA as the Surviving Corporation, and the separate existence of PPLA shall cease, except to the extent provided by the laws of the State of Wisconsin and/or State of Florida in the case of a corporation after its merger into another corporation.
- b. FPNA shall be the Surviving Corporation and shall be fully vested with the corporate identity, purposes, powers, franchises, rights and immunities of PPLA.

ARTICLE III

The Articles of Incorporation of FPNA shall not be amended in any respect by reason of this Agreement of Merger.

ARTICLE IV

On the Effective Date of the Merger, all of the issued and outstanding shares of the One Dollar (\$1.00) par value common stock of PPLA shall be cancelled and all of the assets and liabilities of PPLA shall become the assets and liabilities of the Surviving Corporation. The issued and outstanding shares of the no par value common stock of FPNA shall, without further action on the part of the sole shareholder of PPLA and FPNA, be the issued and outstanding shares of the no par value common stock of the Surviving Corporation. No new shares of the no par value common stock of the Surviving Corporation shall be issued pursuant to the Merger.

ARTICLE V

The Articles of Incorporation of FPNA on the Effective Date of the Merger shall be the Articles of Incorporation for the Surviving Corporation, until altered, amended or restated as permitted therein or by law.

ARTICLE VI

The By-laws of FPNA as they exist on the Effective Date of the Merger shall be and remain the By-Laws of the Surviving Corporation until altered, amended or restated as provided therein.

ARTICLE VII

The members of the Board of Directors of FPNA immediately prior to the Effective Date of the Merger shall, upon the Effective Date of the Merger, be and remain the members of the Board of Directors of the Surviving Corporation, and they shall hold office until the next annual meeting of the shareholders of the Surviving Corporation and/or until their successors are duly elected and qualified.

ARTICLE VIII

The officers of FPNA immediately prior to the Effective Date of the Merger shall, upon the Effective Date of the Merger, be and remain the officers of the Surviving Corporation, and they shall hold office until their respective successors are duly elected and qualified.

ARTICLE IX

The first annual meeting of the shareholders of the Surviving Corporation held after the Effective Date of the Merger shall be the annual meeting provided by the By-Laws of FPNA. The first regular meeting of the Board of Directors of the Surviving Corporation held after the Effective Date of Merger shall be convened in a manner provided in the By-Laws of FPNA and may be held at the time and place specified in the notice of meeting.

ARTICLE X

On the Effective Date of the Merger, the Surviving Corporation shall, without other transfer, succeed to and have all the rights, privileges, immunities, and franchises of FPLA and the Surviving Corporation shall be subject to all the restrictions, disabilities and duties of FPLA, and all the properties, real, personal, and mixed, and all debts due to FPLA on whatever account, including stock subscriptions to shares as well as other choses in actions, shall be fully vested in the Surviving Corporation; and all properties, rights, privileges, powers, franchises and each and every other interests of FPLA shall be thereafter as effectively the property of the Surviving Corporation as they were of FPLA.

ARTICLE XI

The Surviving Corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of any constituent corporation that was incorporated under the laws of Florida, as well as for enforcement of any obligation of the Surviving Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Title XXXVI, Chapter 607.1302 of the Florida Business Corporation Act, and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or proceeding. The Secretary of State of Florida shall mail any such process to the Surviving Corporation at Pablo Perini North America, Inc., c/o Stephen R. Lundeen, Esq., Wille & Lundeen LLP, 207 East Michigan Street, Suite 410, Milwaukee, WI 53202.

[Signatures on following page.]

IN WITNESS WHEREOF, FABIO PERINI NORTH AMERICA, INC. and
FABIO PERINI LATIN AMERICA, INC., pursuant to the approval and authority duly
given by resolutions adopted by their respective Boards of Directors have caused this
Plan and Agreement of Merger to be executed by an authorized officer of each party
thereto as of the date first above written.

BY: FABIO PERINI LATIN AMERICA, INC.

Name: 

Stefano Di Santo, CEO

BY: FABIO PERINI NORTH AMERICA, INC.

Name: 

Peter Augustine, President

I, Stephen R. Lundeen, Secretary of FABIO PERINI LATIN AMERICA, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certify, as such Secretary of the Corporation, that the Plan and Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Corporation by an authorized officer of the Corporation, was duly submitted to Fabio Perini S.p.A. being the sole stockholder of the Corporation at a special meeting of said sole stockholder called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by the sole stockholder, for the purpose of considering and taking action upon said Plan and Agreement of Merger, that Five Hundred (500) shares of stock of the Corporation were on said date issued and outstanding to the sole stockholder and that the holder of Five Hundred (500) shares voted by ballot in favor of said Plan and Agreement of Merger and the holders of zero (0) shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of the Corporation, and that thereby the Plan and Agreement of Merger was at said meeting duly adopted as the act of the sole stockholder of the Corporation, and the duly adopted agreement of the Corporation.

WITNESS my hand, in my capacity as Secretary, on behalf of said FABIO PERINI LATIN AMERICA, INC., on this 17th day of December, 2013.

By: 
Secretary
Name: Stephen R. Lundeen

I, Stephen R. Lundeen, Secretary of FABIO PERINI NORTH AMERICA, INC., a corporation organized and existing under the laws of the State of Wisconsin, (the "Corporation") hereby certify, as such Secretary of the Corporation, that the Plan and Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Corporation by an authorized officer of the Corporation, was duly submitted to Fabio Perini S.p.A. being the sole stockholder of the Corporation, at a special meeting of said sole stockholder called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the sole stockholder, for the purpose of considering and taking action upon said Plan and Agreement of Merger, that Two Hundred Sixty-Seven (267) shares of stock of the Corporation were on said date issued and outstanding and that the holder of Two Hundred Sixty-Seven (267) shares voted by ballot in favor of said Plan and Agreement of Merger and the holders of zero (0) shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of the Corporation, and the duly adopted agreement of said corporation.

WITNESS my hand, in my capacity as Secretary, on behalf of said FABIO PERINI NORTH AMERICA, INC., on this 17th day of December, 2013.

By: Stephen R. Lundeen
Secretary
Name: Stephen R. Lundeen