

MO6060005501

(Requestor's Name)

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(City/State/Zip/Phone #)

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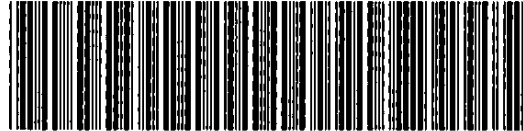
(Business Entity Name)

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07 DEC 19 PM 4:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK 12/20



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 368808 4806334

AUTHORIZATION

COST LIMIT : \$ 60.00

FILED
07 DEC 19 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 19, 2007

ORDER TIME : 1:32 PM

ORDER NO. : 368808-010

CUSTOMER NO: 4806334

70.00

ARTICLES OF MERGER

ROSEN BUILDING SUPPLIES, INC.

INTO

THE CONTRACTOR YARD, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: _____

2937

ARTICLES OF MERGER
FOR
FLORIDA PROFIT CORPORATION

FILED
07 DEC 19 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit Corporation into a Delaware Limited Liability Company in accordance with s. 607.1109 of the 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>
Rosen Building Supplies, Inc.	Florida	Corporation
The Contractor Yard, LLC	Delaware	Limited Liability Company

Handwritten notes: PG 6000032986 and m 6000005501

Second: The exact name, form/entity type and jurisdiction of the surviving party is follows:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Form/Entity Type:</u>
The Contractor Yard, LLC	Delaware	Limited Liability Company

Third: The attached plan of merger was approved the domestic corporation and the foreign limited liability company that is party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620 of the 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: The effective date of the merger is December 19, 2007.

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:

Name:

The Contractor Yard, LLC
900 West Trade Street, Suite 715
Charlotte, North Carolina 28202

Seventh: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

Eighth: N/A

[signatures to follow]

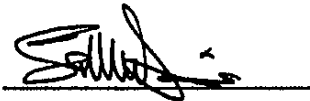
Ninth. Signatures For Each Party:

Name of Entity/Organization:

Signature:

**Typed or Printed Name of
Individual & Title:**

Rosen Building Supplies, Inc.



**Steven M. Diniaco, Chief
Financial Officer**

The Contractor Yard, LLC

**Paul W. Hylbert, Chief
Executive Officer**

Ninth. Signatures For Each Party:

Name of Entity/Organization:

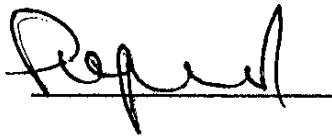
Signature:

**Typed or Printed Name of
Individual & Title:**

Rosen Building Supplies, Inc.

**Steven M. Diniaco, Chief
Financial Officer**

The Contractor Yard, LLC



**Paul W. Hylbert, Chief
Executive Officer**

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>
Rosen Building Supplies, Inc.	Florida	Corporation
The Contractor Yard, LLC	Delaware	Limited Liability Company

Second. The exact name, form/entity type and jurisdiction of the **surviving** party is follows:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Form/Entity Type:</u>
The Contractor Yard, LLC	Delaware	Limited Liability Company

Third. The terms and conditions of the merger are as follows:

Rosen Building Supplies, Inc., a Florida corporation (the "Subsidiary"), shall be merged with and into The Contractor Yard, LLC, a Delaware limited liability company (the "Company" or the "Surviving Limited Liability Company") on December 14, 2007. At this time and on this date, the separate corporate existence of the Subsidiary shall cease and the Company shall continue as the surviving limited liability company (the "Surviving Limited Liability Company").

Fourth. 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 is as follows:

The Surviving Limited Liability Company owns 100% of the outstanding shares of the Subsidiary. No share conversion is necessary.

Fifth. N/A

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

Name:

Paul W. Hylbert

900 West Trade Street, Suite 715

Charlotte, NC 28202

Seventh. N/A

Eighth. N/A