

M13000007584

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

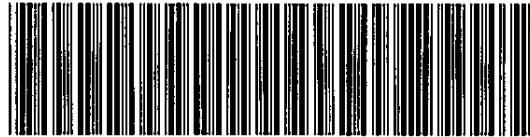
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 APR - 1 AM 9:39

EFFECTIVE DATE  
4-1-2015

C.L.  
4-10-15

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Roof Tile Acquisition, LLC

\_\_\_\_\_  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Janelle Baird

\_\_\_\_\_  
Contact Person

Headwaters Incorporated

\_\_\_\_\_  
Firm/Company

10701 S. River Front Parkway, Suite 300

\_\_\_\_\_  
Address

South Jordan, UT 84095

\_\_\_\_\_  
City, State and Zip Code

jbaire@headwaters.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Janelle Baird at (801) 984-9400 x426

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**ARTICLES OF MERGER**

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**OF**  
**ENTEGRA ROOF TILE OKEECHOBEE, LLC**  
(a Florida limited liability company)

L13000169087

**WITH AND INTO**

**ROOF TILE ACQUISITION, LLC**  
(a Delaware limited liability company)

M13000007584

**ENTEGRA ROOF TILE OKEECHOBEE, LLC** (the "Merging Entity"), a limited liability company organized under the laws of the State of Florida, by action of all of their members, and **Roof Tile Acquisition, LLC** ("Surviving Entity"), a limited liability company organized under the laws of the State of Delaware, by action of its members hereby execute and file the following Articles of Merger pursuant to the provisions of Chapter 605.1025 of the Florida Revised Limited Liability Company Act (the "Act"):

**ARTICLE ONE – PLAN OF MERGER**

Attached hereto and incorporated herein as Exhibit A is a copy of the Agreement and Plan of Merger by and between the Merging Entity and Surviving Entity, dated to be effective as of the 1st day of April, 2015, adopted in the manner prescribed by the laws of the State of Florida.

**ARTICLE TWO – APPROVAL**

The Agreement and Plan of Merger was duly authorized and approved by each entity that is a party to this merger in accordance with Chapter 605 of the Act. The Agreement and Plan of Merger has also been approved, adopted, certified, executed, and acknowledged by each of the aforesaid limited liability companies in accordance with the provisions of Section 18-209(c)(2) of the Limited Liability Company Act of the State of Delaware,

**ARTICLE THREE – SERVICE OF PROCESS**

The Surviving Entity hereby 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. The Surviving Entity also 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 Chapter 607.1302 of the Florida Statute.

[Signatures on next page]

**EFFECTIVE DATE**

4-1-2015

EXHIBIT A

See Attached

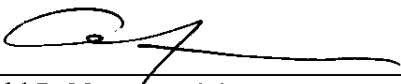
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DIVISION OF CORPORATIONS

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IN WITNESS WHEREOF the undersigned, being thereunto duly authorized, have executed these Articles of Merger on the 1st day of April, 2015.

**MERGING ENTITY:**

ENTEGRA ROOF TILE OKEECHOBEE, LLC, a Florida limited liability company

By:   
Donald P. Newman, Manager

**SURVIVING ENTITY**

ROOF TILE ACQUISITION, LLC

By: \_\_\_\_\_  
Michael P. Johnson, President

**PETRIE HOLDINGS, INC., (F/K/A ROOF TILE, INC.),** Member of ROOF TILE ACQUISITION, LLC

By: \_\_\_\_\_  
Michael P. Johnson, President

**ENTEGRA HOLDINGS, LLC.,** Member of ROOF TILE ACQUISITION, LLC

By: \_\_\_\_\_  
Murphy K. Lents, President

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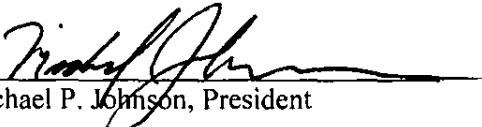
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ENTEGRA ROOF TILE OKEECHOBEE, LLC, a Florida limited liability company

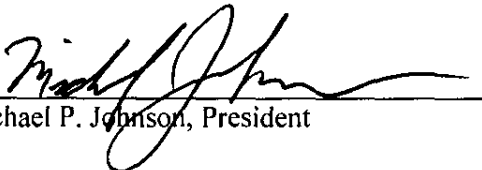
By: \_\_\_\_\_  
Donald P. Newman, Manager

**SURVIVING ENTITY**

ROOF TILE ACQUISITION, LLC

By:   
Michael P. Johnson, President

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