

M13000007584

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

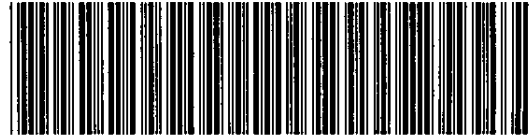
(Business Entity Name)

(Document Number)

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

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15 APR 24 PM 2:45

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COUNTY OF LOS ANGELES  
COURT CLERK'S OFFICE

C.L.  
4-30-15

**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 ) 984-9426

\_\_\_\_\_  
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

SECRET  
DIVISION OF CORPORATIONS

15 APR 24 PM 2:46

**ARTICLES OF MERGER  
OF  
ENTEGR A ROOF TILE DELIVERY, LLC  
ENTEGR A ROOF TILE SALES, LLC, AND  
ENTEGR A ROOF TILE, LLC  
(a Florida limited liability companies)**

**WITH AND INTO**

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

**ENTEGR A ROOF TILE DELIVERY, LLC, ENTEGR A ROOF TILE SALES, LLC, AND ENTEGR A ROOF TILE, LLC** (the "Merging Entities"), all limited liability companies 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 Entities and Surviving Entity, dated to be effective as of the 1st day of May, 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**

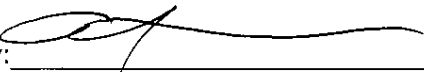
The Surviving Entity hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger. The Surviving Entity also agrees to promptly pay the dissenting 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]

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

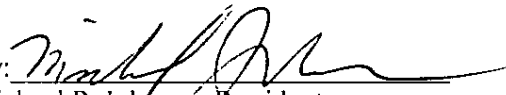
**MERGING ENTITIES:**

ENTEGRA ROOF TILE DELIVERY, LLC, ENTEGRA ROOF TILE SALES, LLC, and ENTEGRA ROOF TILE, LLC all Florida limited liability companies

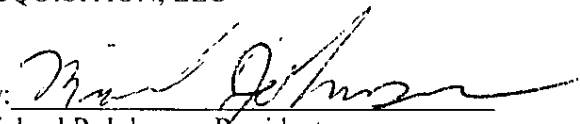
By:   
Donald P. Newman, Manager

**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

FILED  
SECRETARY OF STATE  
DIVISION OF REVENUE  
15 APR 24 PM 2:46

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

**MERGING ENTITIES:**

ENTEGRA ROOF TILE DELIVERY, LLC, ENTETRA ROOF TILE SALES, LLC, and ENTETRA ROOF TILE, LLC all Florida limited liability companies

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

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

By:   
Murphy K. Lents, President

STAFF OF SENATOR  
DIVISION OF GOVERNMENT  
15 APR 24 PM 2:45

EXHIBIT A

See Attached

**AGREEMENT AND PLAN OF MERGER  
OF EACH OF**

15 APR 24 PM 2:46

**ENTEGR A ROOF TILE DELIVERY, LLC  
ENTEGR A ROOF TILE SALES, LLC, AND  
ENTEGR A ROOF TILE, LLC**  
(all Florida limited liability companies)

**WITH AND INTO**

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

THIS AGREEMENT AND PLAN OF MERGER is adopted by **ENTEGR A ROOF TILE DELIVERY, LLC, ENTEGR A ROOF TILE SALES, LLC, and ENTEGR A ROOF TILE, LLC** (collectively, the "Merging Entities"), all of which are limited liability companies organized under the laws of the State of Florida, by action of all of its members, and is also adopted by **Roof Tile Acquisition, LLC** ("Roof Tile"), a limited liability company organized under the laws of the State of Delaware, by action of all of its members.

1. The Merging Entities and Roof Tile shall, pursuant to the provisions of the Florida Revised Limited Liability Company Act and the Delaware Limited Liability Company Act, be merged with and into a single limited liability company, to wit, Roof Tile, which shall be the surviving entity at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving entity," and which shall continue to exist as said surviving entity under its present name pursuant to the provisions of the Delaware Limited Liability Company Act. The separate existence of the Merging Entities, which is sometimes hereinafter referred to as the "non-surviving entity," shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Revised Limited Liability Company Act.

2. The Certificate of Formation of the surviving entity at the effective time and date of the merger shall be the Certificate of Formation of said surviving entity.

3. The present Operating Agreement of the surviving entity will be the Operating Agreement of said surviving entity and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware Limited Liability Company Act.

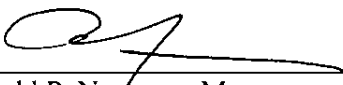
4. Upon consummation of the merger, all of the membership interests of the Merging Entities which are outstanding immediately prior to the merger shall be cancelled.

5. The manager of the Merging Entities and the Board and officers of Roof Tile, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

THIS AGREEMENT AND PLAN OF MERGER is executed to be effective as of the 1st day of May, 2015.

**MERGING ENTITIES:**

ENTEGRA ROOF TILE DELIVERY, LLC, ENTEGRA ROOF TILE SALES, LLC, and ENTEGRA ROOF TILE, LLC all Delaware limited liability companies

By:   
Donald P. Newman, Manager

**ROOF TILE**

ROOF TILE ACQUISITION, LLC

By: \_\_\_\_\_  
Michael P. Johnson, Chief Executive Officer

**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

SECE  
DIVISION OF REVENUE  
15 APR 24 PM 2:46



THIS AGREEMENT AND PLAN OF MERGER is executed to be effective as of the 1st day of May, 2015.

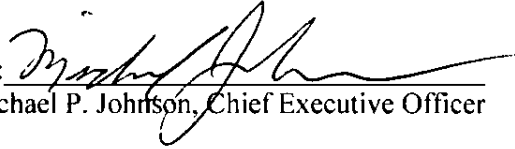
**MERGING ENTITIES:**

ENTEGRA ROOF TILE DELIVERY, LLC, ENTegra ROOF TILE SALES, LLC, and ENTegra ROOF TILE, LLC all Delaware limited liability companies

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

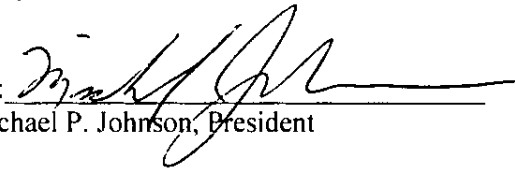
**ROOF TILE**

ROOF TILE ACQUISITION, LLC

By:   
Michael P. Johnson, Chief Executive Officer

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**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

THIS AGREEMENT AND PLAN OF MERGER is executed to be effective as of the 1st day of May, 2015.

**MERGING ENTITIES:**

ENTEGRA ROOF TILE DELIVERY, LLC, ENTEGRA ROOF TILE SALES, LLC, and ENTEGRA ROOF TILE, LLC all Delaware limited liability companies

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

**ROOF TILE**


ROOF TILE ACQUISITION, LLC

By: \_\_\_\_\_  
Michael P. Johnson, Chief Executive Officer

**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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DIVISION OF CORPORATE AFFAIRS  
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