

# M60245

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

04061

Office Use Only



000172848600

03/23/10--01033--015 \*\*175.00

**EFFECTIVE DATE**  
4/1/10

FILED  
10 MAR 23 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Collins MAR 25 2010

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Veolia ES Montenay Holding, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Joyce Hansen

Contact Person

Veolia Environmental Services

Firm/Company

125 S. 84th Street, #200

Address

Milwaukee, WI 53214

City/State and Zip Code

joyce.hansen@veoliaes.com

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

Please return documents using my  
FedX acct. #:

Thank you.

For further information concerning this matter, please call:

Joyce Hansen

Name of Contact Person

At ( 414 )

479-7802

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

FILED  
10 MAR 23 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302; 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>
Montenay Projects, Inc.	Florida	FL corp. # M60245
Montenay Savannah GP, Inc.	Delaware	corp.
Veolia ES Bay, LLC	Delaware	limited liability co.
Montenay Savannah Operations, Inc.	Delaware	corp.

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Veolia ES Montenay Holding, Inc.	Delaware	corp.

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, 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:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

April 1, 2010

**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:

c/o Corporation Trust Company

1209 Orange Street

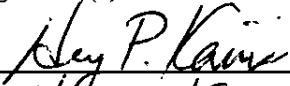
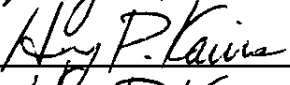

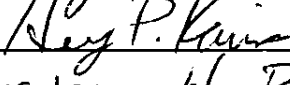
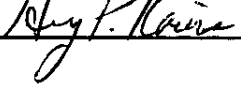
Wilmington, DE 19801

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) 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.

b.) 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 s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Montenay Projects, Inc.		Henry P. Karius, Asst. Treasurer
Veolia ES Montenay Holding, Inc.		Henry P. Karius, Asst. Treasurer
Montenay Savannah GP, Inc.		Henry P. Karius, Asst. Treasurer
Veolia ES Bay, LLC		Henry P. Karius, <sup>authorized officer of</sup> sole member
Montenay Savannah Operations, Inc.		Henry P. Karius, Asst. Treasurer

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## **PLAN OF MERGER**

**Montenay Projects, Inc.,**  
a Florida corporation,

**Montenay Savannah Operations, Inc.,**  
a Delaware corporation,

**Montenay Savannah GP, Inc.,**  
a Delaware corporation,

**AND**

**Veolia ES Bay, LLC,**  
a Delaware limited liability company,

**INTO**

**VEOLIA ES MONTENAY HOLDING, INC.,**  
a Delaware corporation

**THIS PLAN OF MERGER** is made as of the 1<sup>st</sup> day of April, 2010, by and among MONTENAY INTERNATIONAL CORP., a New York corporation ("Montenay"), VEOLIA ES MONTENAY HOLDING, INC., a Delaware corporation ("Veolia" or the "Surviving Corporation"), and Montenay Projects, Inc., a Florida corporation, Montenay Savannah Operations, Inc., a Delaware corporation, Montenay Savannah GP, Inc., a Delaware corporation, Veolia ES Bay, LLC, a Delaware limited liability company, (collectively referred to herein as the "Merging Entities").

## **RECITALS**

WHEREAS, Veolia is a wholly-owned subsidiary of Montenay and the Merging Entities are wholly-owned subsidiaries of Veolia; and

WHEREAS, Montenay, Veolia and the Merging Entities deem it advisable and to the advantage of each corporation and company that the Merging Entities be merged into Veolia as the entities are no longer transacting business.

NOW, THEREFORE, in consideration of the Recitals and of the mutual covenants and promises contained herein, the parties agree as follows:

1. **Merger.** The Merging Entities shall merge with and into Veolia and the Surviving Corporation shall continue to exist under the laws of the State of Delaware and shall be registered to do business in the State of Delaware and other states as may be required.

2. **Articles of Incorporation.** The Articles of Incorporation of Veolia at the Effective Time (as defined herein) shall be the Articles of Incorporation of the Surviving Corporation.

3. **Effective Time.** The term "Effective Time" shall mean 12:01 a.m. Central Time on April 1, 2010.

4. **Bylaws.** The Bylaws of Veolia at the Effective Time shall be the Bylaws of the Surviving Corporation, until amended as provided therein.

5. **Officers and Directors.** The officers and directors of Veolia at the Effective Time shall be the officers and directors of the Surviving Corporation.

6. **Conversion of Shares:** At the Effective Time of the Merger, each of the issued and outstanding shares of common stock or membership interests of the Merging Entities shall be cancelled without consideration.

7. **Effect of Merger.** At the Effective Time, the Merging Entities shall be merged into Veolia, which shall be the Surviving Corporation and which shall continue its corporate existence under the laws of the State of Delaware. The separate existence and the corporate organization of the Merging Entities shall cease at the Effective Time, and the Surviving Corporation shall possess all rights, privileges, immunities and franchises, of a public and of a private nature, of each Veolia and the Merging Entities; and all the property, real, personal and mixed, and all debts due in whatever account, and all other causes of action, and all and every other interest of or belonging to each of Veolia and the Merging Entities shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall henceforth be responsible and liable for all the liabilities and obligations of each of Veolia and the Merging Entities.

8. **Abandonment of Plan.** Notwithstanding anything contained herein to the contrary, this Plan of Merger may be terminated and abandoned by Veolia and the Merging Entities at any time prior to the Effective Time of the Articles of Merger, subject to the contractual rights of the parties.

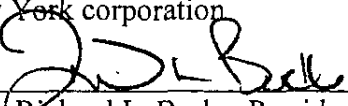
IN WITNESS WHEREOF, this Plan of Merger is entered into effective the day and year first above written.

(signatures on following pages)

***Sole Shareholder of Veolia:***

MONTENAY INTERNATIONAL CORP.,  
a New York corporation

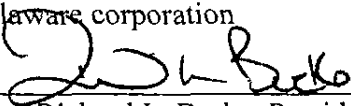
By: \_\_\_\_\_

  
Richard L. Burke, President

***Surviving Corporation:***

VEOLIA ES MONTENAY HOLDING, INC.,  
a Delaware corporation

By: \_\_\_\_\_

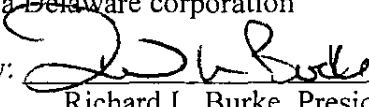
  
Richard L. Burke, President

***Merging Entities:***

VEOLIA ES BAY, LLC,  
a Delaware limited liability company  
By its sole member:

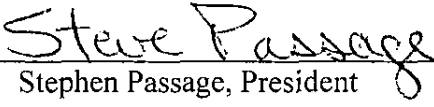
Veolia ES Montenay Holding, Inc.,  
a Delaware corporation

By: \_\_\_\_\_

  
Richard L. Burke, President

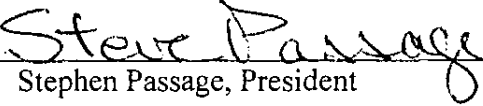
MONTENAY SAVANNAH OPERATIONS, INC.,  
a Delaware corporation

By: \_\_\_\_\_

  
Stephen Passage, President

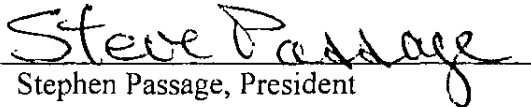
MONTENAY SAVANNAH GP, INC.,  
a Delaware corporation

By: \_\_\_\_\_

  
Stephen Passage, President

MONTENAY PROJECTS, INC.,  
a Florida corporation

By: \_\_\_\_\_

  
Stephen Passage, President

FILED  
10 MAR 23 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA