

m62142

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14 MAR 12 AM 9:14

merger
@ 3/13/14



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 050230 4327615

AUTHORIZATION :

COST LIMIT : \$ 105.00

ORDER DATE : March 12, 2014

ORDER TIME : 3:16 PM

ORDER NO. : 050230-005

CUSTOMER NO: 4327615

ARTICLES OF MERGER

PENN BULLPEN, INC.
PENN SILVER HAWK, INC.

INTO

CRC HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS:

10

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>CRC HOLDINGS, INC.</u>	<u>FLORIDA</u>	<u>M62142</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>PENN BULLPEN, INC.</u>	<u>COLORADO</u>	<u> </u>
<u>PENN SILVER HAWK, INC.</u>	<u>COLORADO</u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on .

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 7 2014 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 7 2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

CRC HOLDINGS, INC.

Tuttle Hill

Timothy J. Wilmoth - President and CEO

PENN BULLPEN, INC.

Saint Joseph

Robert S. Ippolito - Secretary/Treas.

PENN SILVER HAWK, IN

(IN) Robert M. Hertz

Robert S. Lepolito - Secretary/Treas.

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CRC HOLDINGS, INC.</u>	<u>FLORIDA</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>PENN BULLPEN, INC.</u>	<u>COLORADO</u>
<u>PENN SILVER HAWK, INC.</u>	<u>COLORADO</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

**ALL SHARES HELD BY THE PARENT IN EACH SUBSIDIARY CORPORATION
WILL BE CANCELLED.**

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A