

# CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

# M74861

Specialty Windows of  
Florida, Inc

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

C. Coulliette FEB 18 2002

Signature

Requested by

Name

Date

Time

Walk-In

Will Pick Up

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TALLAHASSEE, FLORIDA

☐ Art of Inc. File  
☐ LTD Partnership File  
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☐ Driving Record  
☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

VINYL WINDOWS OF FLORIDA , INC., a Florida corporation, P92000001209

INTO

**SPECIALTY WINDOWS OF FLORIDA, INC.**, a Florida entity, M74861

File date: February 18, 2002

Corporate Specialist: Cheryl Coulliette

## ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, these Articles of Merger are entered into and adopted by and between **VINYL WINDOWS OF FLORIDA, INC.**, a Florida corporation, and **SPECIALTY WINDOWS OF FLORIDA, INC.**, a Florida corporation, for the purpose of merging them into one of such corporations.

1. The undersigned corporations, being validly and legally formed under the laws of the State of Florida, have adopted the attached Plan of Merger.
2. The name of the surviving corporation is **SPECIALTY WINDOWS OF FLORIDA, INC.**
3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.
4. The Plan of Merger is effective for accounting purposes on the 15th day of February, 2002.
5. The Plan of Merger was adopted on the 13th day of February, 2002, by unanimous action of the shareholders and the Board of Directors of **VINYL WINDOWS OF FLORIDA, INC.**
6. The Plan of Merger was adopted on the 13th day of February, 2002, by unanimous action of the shareholders and the Board of Directors of **SPECIALTY WINDOWS OF FLORIDA, INC.**

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DATED on the dates set forth below.

**SPECIALTY WINDOWS OF FLORIDA, INC.**

By: E. Erwin Penniman  
E. Erwin Penniman, President  
Date: 2/13, 2002

**VINYL WINDOWS OF FLORIDA, INC.**

By: E. Erwin Penniman  
E. Erwin Penniman, President  
Date: 2/13, 2002

## **PLAN OF MERGER**

THIS IS A PLAN OF MERGER entered into by and between **VINYL WINDOWS OF FLORIDA, INC.**, a Florida corporation (hereinafter "VINYL"), and **SPECIALTY WINDOWS OF FLORIDA, INC.**, a Florida corporation, (hereinafter "SPECIALTY").

### **STIPULATIONS**

A. VINYL is a corporation organized and existing under the laws of the State of Florida, with its principal office at 5520 Industrial Boulevard, Milton, Florida.

B. VINYL has a capitalization of Seven Thousand Five Hundred authorized shares of One Dollar (\$1.00) par value common stock, of which Six Hundred Thirty-Two and One-Half (632.5) shares are issued and outstanding.

C. SPECIALTY is a corporation organized and existing under the laws of the State of Florida with its principal office at 5520 Industrial Boulevard, Milton, Florida.

D. SPECIALTY has a capitalization of Seven Thousand Five Hundred (7,500) authorized shares of One Dollar (\$1.00) par value common stock of which One Thousand (1,000) shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and its stockholders that VINYL be merged into SPECIALTY, pursuant to the provisions of Sections 607.1101 et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a) (1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Section 1. Merger. VINYL shall merge with and into SPECIALTY, and SPECIALTY shall be the surviving corporation.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of VINYL shall cease, and SPECIALTY shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of VINYL without the necessity for any separate transfer. SPECIALTY shall thereafter be responsible and liable for all liabilities and obligations of VINYL and neither the rights of creditors nor any liens on the property of VINYL shall be impaired by the merger.

Section 3. Conversion of Shares. The manner and basis of converting the shares of VINYL into shares, rights, obligations, and other securities of SPECIALTY shall be done in the following manner:

a. E. Erwin Penniman ("Penniman") is the owner of all of the issued and outstanding stock of SPECIALTY and VINYL.

b. Penniman shall surrender to the duly appointed agent of SPECIALTY all certificates representing ownership of VINYL stock. On receipt of such certificates, SPECIALTY shall cancel such shares and Penniman will own all of the issued and outstanding stock of the combined companies.

Holders of certificates of common stock of VINYL shall not be entitled to dividends payable on shares of stock in SPECIALTY until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of SPECIALTY issuable to them hereunder which may have been declared and paid between the

effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

Section 4. Changes in Articles of Incorporation. The Articles of Incorporation of SPECIALTY shall continue to be its Articles of Incorporation following the effective date of the merger.

Section 5. Changes in Bylaws. The bylaws of SPECIALTY shall continue to be its bylaws following the effective date of the merger.

Section 6. Directors and Officers. The directors and officers of SPECIALTY as of the effective date of the merger shall be as follows:

E. Erwin Penniman  
Sandra Brockmann

President/CEO/Director  
Secretary/Treasurer

Section 7. Approval by Stockholders. This Plan of Merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

Section 8. Effective Date of Merger. The effective date of this merger for accounting purposes shall be February 15, 2002.

Section 9. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

DATED on the dates set forth below.

**SPECIALTY WINDOWS OF FLORIDA, INC.**

By: E. Erwin Penniman  
E. Erwin Penniman, President

Date: 2/13/, 2002

Signature Page of Plan of Merger continued

VINYL WINDOWS OF FLORIDA, INC.

By: 

E. Erwin Penniman, President

Date: 2/13/, 2002