

M 76186

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

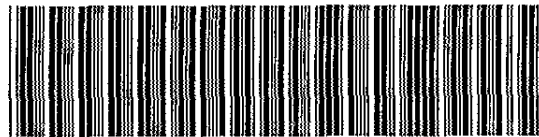
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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02/17/04 -01032---003 **35.00

02/17/04 -01032---004 **43.75

FILED

04 FEB 17 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FL 32399

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

04 FEB 17 AM 11:31

RECEIVED

G. O'Connell FEB 17 2004

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

McBride Electric Company Inc.

Signature _____

Requested by: _____

Name

Date

Time

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

☒ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

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, F.S.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
McBride Electric Company, Inc.	FL	M76186

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
McBride & Company, Inc.	FL	P02000033831

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 in the future.)

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 2/11/04.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 2/11/04.

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
04 FEB 17 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

Samuel Lewis McBride

McBride Electric Company, Inc.

Larry McBride
 Larry McBride
 Larry McBride
 Larry McBride

Gary McBride, VP, D, Shareholder

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

McBride Electric Company, Inc.

FL

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

McBride & Company, Inc.

FL

Third: The terms and conditions of the merger are as follows:

The present number of shares which the Disappearing Corporation is authorized to issue is 10,000 at \$1 par value common stock, of which 100 shares are now issued and outstanding. The present number of shares which the Surviving Corporation is authorized to issue is 1,000 at \$5 par value common stock. The total number of shares of common stock which may be issued by the Surviving Corporation from and after the effective date of this merger is 900 shares of common stock at \$5 par value per share, as 100 shares are presently issued and outstanding.

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

SEE ATTACHMENT

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A

Attachment to Plan of Merger
(Non Subsidiaries)

Fourth:

The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows:

Each shareholder of the Disappearing Corporation shall surrender their certificate or certificates to the Surviving Corporation on the date of execution of this Agreement (being the effective date of this Agreement). Upon surrender to the Surviving Corporation of the respective certificates for outstanding shares of the Disappearing Corporation, they shall be issued to the respective holders thereof, in substitution therefore, certificates for fully paid and non-assessable common shares of the Surviving Corporation, in the ratio of one (1) share of the Surviving Corporation for one (1) share of the Disappearing Corporation, being a total issue of one hundred (100) shares of the Surviving Corporation for One Hundred (100) shares now issued and outstanding of the Disappearing Corporation.

PLAN AND AGREEMENT OF MERGER

Recitals

THIS AGREEMENT is made this 11th day of February 2004, by and between **MCBRIDE ELECTRIC COMPANY, INC., a Florida corporation, and MCBRIDE & COMPANY, INC., a Florida corporation,** said corporations being sometimes hereinafter collectively referred to as the "Constituent Corporations."

WHEREAS, the respective "Board of Directors" and "Shareholders" of the Constituent Corporations deem it advisable that MCBRIDE & COMPANY, INC., a Florida corporation, (the "Disappearing Corporation") be merged into MCBRIDE ELECTRIC COMPANY, INC., a Florida corporation, (the "Surviving Corporation"), under the laws of the State of Florida in the manner provided therefore pursuant to Florida Statutes Chapter 607.1101, et seq.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

Agreement to Merge

1. MCBRIDE ELECTRIC COMPANY, INC., and MCBRIDE & COMPANY, INC., hereby agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

Name of the Surviving Corporation

2. The name of the Surviving Corporation shall continue to be MCBRIDE ELECTRIC COMPANY, INC., a Florida corporation.

Place of Office of Surviving Corporation

3. The place in Florida where the principal office of the Surviving Corporation is to be located is 16515-96th Terrace North, Jupiter, Florida 33478.

Purposes of Surviving Corporation

4. The purpose of the Surviving Corporation is to engage in any lawful act or activity for which corporations may be formed under The Florida Business Corporation Act.

Authorized Shares of Surviving Corporation

5. The present number of shares which the Disappearing Corporation is authorized

to issue is 10,000 at \$1 par value common stock, of which 100 shares are now issued and outstanding. The present number of shares which the Surviving Corporation is authorized to issue is 1,000 at \$5 par value common stock. The total number of shares of common stock which may be issued by the Surviving Corporation from and after the effective date of this merger is 900 shares of common stock at \$5 par value per share, as 100 shares are presently issued and outstanding.

First Directors

6. The present directors of the Surviving Corporation shall continue as such until their successor or successors are duly elected or designated after the effective date of the merger.

Name and Address of Registered Agent of Corporation

7. Gary McBride, 16515-96th Terrace North, Jupiter, Florida 33478, is the person on whom "service of process" may be served. The principal office of MCBRIDE ELECTRIC COMPANY, Inc., or either of the Constituent Corporations, is located at the same address.

Mode of Effecting Merger

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows:

Each shareholder of the Disappearing Corporation shall surrender their certificate or certificates to the Surviving Corporation on the date of execution of this Agreement (being the effective date of this Agreement). Upon surrender to the Surviving Corporation of the respective certificates for outstanding shares of the Disappearing Corporation, they shall be issued to the respective holders thereof, in substitution therefore, certificates for fully paid and non-assessable common shares of the Surviving Corporation, in the ratio of one (1) share of the Surviving Corporation for one (1) share of the Disappearing Corporation, being a total issue of one hundred (100) shares of the Surviving Corporation for One Hundred (100) shares now issued and outstanding of the Disappearing Corporation.

Articles of Incorporation

9. The Articles of Incorporation of the surviving corporation, MCBRIDE ELECTRIC COMPANY, INC., as herein amended, shall continue to be the Articles of the Surviving Corporation, until amended as provided by law.

Bylaws

10. The Bylaws of the surviving corporation, MCBRIDE ELECTRIC COMPANY, INC., a Florida corporation, shall continue to be the Bylaws of the Surviving Corporation.

Right of Corporation to Repurchase Its Shares

11. The Surviving Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Surviving Corporation and the shareholder and shareholders desiring to sell such shares to the Surviving Corporation.

Effective Date of Agreement and Merger

12. This Agreement shall be effective to accomplish the merger herein described as of the close of business of the Constituent Corporations on the date the Articles of Merger shall so stipulate.

Directors' Right to Abandon Merger

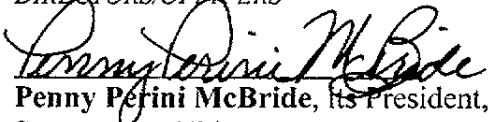
13. The Board of Directors of each of the Constituent Corporations shall each have the power in their discretion to abandon the merger provided for herein prior to the filing of this Agreement.


[SIGNATURES TO FOLLOW ON NEXT PAGE]

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporation.

MCBRIDE ELECTRIC COMPANY INC., a Florida Corporation

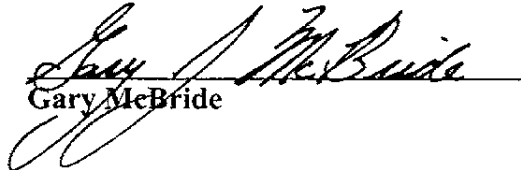
DIRECTORS/OFFICERS


Penny Perini McBride, its President,
Secretary and Director


Gary McBride, Vice President and
Director

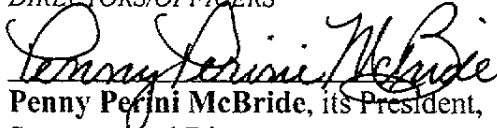
SHAREHOLDERS



Penny Perini McBride


Gary McBride

MCBRIDE & COMPANY, INC., a Florida Corporation

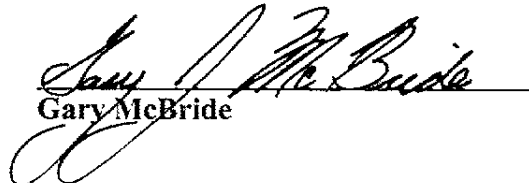
DIRECTORS/OFFICERS


Penny Perini McBride, its President,
Secretary and Director


Gary McBride, Vice President and
Director

SHAREHOLDERS


Penny Perini McBride


Gary McBride

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