



THE UNITED STATES  
CORPORATION  
COMPANY

# N97000007064

ACCOUNT NO. : 072100000032

REFERENCE : 654333 80457A

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : December 31, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 654333-005

CUSTOMER NO: 80457A

CUSTOMER: Harold C. Hubka, Esq  
Black Crotty Sims Hubka  
501 North Grandview Avenue

Daytona Beach, FL 32118

*Merger &  
Name Change*  
600002386836--1

ARTICLES OF MERGER

THE SAFETY MARKETING GROUP, INC.

FILED  
97 DEC 31 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

INTO

SAFETY MARKETING GROUP OF  
CENTRAL FLORIDA, INC.

Document  
Examiner

*Don*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY Update  
PLAIN STAMPED COPY

Acknowledgement

*Don*

CONTACT PERSON: Stacy W. Earnest

EXAMINER'S INITIALS:

FILED  
97 DEC 31 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N97000007064

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

THE SAFETY MARKETING GROUP, INC., an Ohio corporation F96000006553

INTO

SAFETY MARKETING GROUP OF CENTRAL FLORIDA, INC. which changed  
its name to

THE SAFETY MARKETING GROUP, INC., a Florida corporation,  
N97000007064.

File date: December 31, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER FOR THE  
MERGER OF THE SAFETY MARKETING GROUP INTO  
SAFETY MARKETING GROUP OF CENTRAL FLORIDA, INC.**

FILED  
97 DEC 31 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes §617.1101 through §617.1107 ("Florida law") and pursuant to Ohio Revised Code §1702.41 through §1702.46 ("Ohio law"), Safety Marketing Group of Central Florida, Inc., a Florida not-for-profit corporation (the "Florida Corporation") and The Safety Marketing Group, an Ohio not-for-profit corporation (the "Ohio Corporation"), do hereby adopt the following Articles Of Merger:

1. The full and complete names of the corporations which are parties to the below-described merger (the "Merger") contemplated by these Articles Of Merger are "The Safety Marketing Group", an Ohio not-for-profit corporation, and "Safety Marketing Group of Central Florida, Inc.", a Florida not-for-profit corporation. The surviving corporation in the Merger is "Safety Marketing Group of Central Florida, Inc." (the Florida Corporation).

2. The procedures and details of the Merger are set forth in the Plan And Agreement Of Merger entered into by and between the Florida Corporation and the Ohio Corporation dated as of the 29<sup>th</sup> day of December, 1997 (the "Plan Of Merger"). A copy of the Plan Of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.

3. This Merger shall become effective upon completion of each of the following:

(a) the approval of the Plan Of Merger by the Board of Trustees of the Ohio Corporation;

(b) adoption of the Articles Of Merger by Members of the Ohio Corporation;

(c) approval of the Plan Of Merger by the Board of Directors of the Florida Corporation;

(d) adoption of the Articles Of Merger by the Members of the Florida corporation;

(e) the filing of the Articles Of Merger (with Plan Of Merger attached) with the Department of State, Division of Corporations of the State of Florida as required by Florida law; and

(f) the filing of the Articles Of Merger (with Plan Of Merger attached) with the Secretary of State, State of Ohio, as required by Ohio law.

4. The Plan Of Merger was unanimously approved by the Board of Trustees of the Ohio Corporation pursuant to "Action By Written Consent Of The Trustees Of The Safety Marketing Group" effective April 11, 1997, in accordance with Ohio law and the Regulations of the Ohio Corporation.

5. The Plan Of Merger was unanimously approved by the Board of Directors of the Florida Corporation pursuant to "Action By Written Consent Of The Directors of Safety Marketing Group of Central Florida, Inc., effective December 22, 1997, in accordance with Florida law and the By-Laws of the Florida Corporation.

6. The Articles Of Merger were adopted by a majority vote of the Members

of the Ohio Corporation by Special Vote Of The Members Of The Safety Marketing Group effective December 29, 1997, in accordance with the Ohio Corporation's Regulations and Ohio law.

7. The Articles Of Merger were adopted by majority vote of the Members of the Florida Corporation by Written Consent Of Members Of Safety Marketing Group, Inc. effective December 29, 1997, in accordance with the Florida Corporation's By-Laws and Florida law.

IN WITNESS WHEREOF, the parties hereto have caused these Articles Of Merger to be executed as of this 29 day of December, 1997.

THE SAFETY MARKETING GROUP

BY: Richard P. Harper  
RICHARD P. HARPER, President

BY: Robert L. Kingman  
, Secretary

SAFETY MARKETING GROUP OF  
CENTRAL FLORIDA, INC.

BY: Richard P. Harper  
RICHARD P. HARPER, President

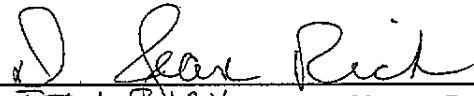
BY: Robert L. Kingman  
, Secretary

**ACKNOWLEDGEMENT**

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority personally appeared RICHARD P. HARPER, President of The Safety Marketing Group, an Ohio not-for-profit corporation, who after being duly sworn acknowledges that he signed the foregoing for the purposes expressed therein and who is personally known ☒ or produced \_\_\_\_\_ as identification this 29th day of December, 1997.

  
D. JEAN RICH, Notary Public  
State of Florida-at-Large  
My Commission Expires:

(NOTARIAL SEAL)



D. Jean Rich  
MY COMMISSION # CC692698 EXPIRES  
October 29, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACKNOWLEDGEMENT**

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority personally appeared RICHARD P. HARPER, President of Safety Marketing Group of Central Florida, Inc., a Florida not-for-profit corporation, who after being duly sworn acknowledges that he signed the foregoing for the purposes expressed therein and his is personally known ☒ or who produced \_\_\_\_\_ as identification this 29th day of December, 1997.

  
D. JEAN RICH, Notary Public  
State of Florida-at-Large  
My Commission Expires:

(NOTARIAL SEAL)




D. Jean Rich  
MY COMMISSION # CC692698 EXPIRES  
October 29, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACKNOWLEDGEMENT**

STATE OF MASSACHUSETTS

COUNTY OF WORCESTER

BEFORE ME, the undersigned authority personally appeared ROBERT KINGMAN, Secretary of The Safety Marketing Group, an Ohio not-for-profit corporation, who after being duly sworn acknowledges that he signed the foregoing for the purposes expressed therein and who is personally known ☒ or produced \_\_\_\_\_ as identification this 29<sup>TH</sup> day of December, 1997.

  
Marjorie E. Rockwood  
Massachusetts, Notary Public  
State of Florida-at-Large  
My Commission Expires: **Marjorie E. Rockwood**  
**NOTARY PUBLIC**  
My Commission expires Nov. 16, 2001

(NOTARIAL SEAL)

**ACKNOWLEDGEMENT**

STATE OF MASSACHUSETTS

COUNTY OF Worcester

BEFORE ME, the undersigned authority personally appeared ROBERT KINGMAN, Secretary of Safety Marketing Group of Central Florida, Inc., a Florida not-for-profit corporation, who after being duly sworn acknowledges that he signed the foregoing for the purposes expressed therein and his is personally known ☒ or who produced \_\_\_\_\_ as identification this 29 day of December, 1997.

Marjorie E. Rockwood  
Massachusetts, Notary Public  
State of Florida-at-Large  
My Commission Expires:

(NOTARIAL SEAL)

**Marjorie E. Rockwood**  
**NOTARY PUBLIC**  
My Commission expires Nov. 16, 2001

## **PLAN AND AGREEMENT OF MERGER**

**THIS PLAN AND AGREEMENT OF MERGER** (hereinafter "Plan Of Merger") dated as of the 29<sup>TH</sup> day of DECEMBER, 1997, between THE SAFETY MARKETING GROUP, an Ohio not-for-profit corporation ("Ohio Corporation") and THE SAFETY MARKETING GROUP OF CENTRAL FLORIDA, INC., a Florida not-for-profit corporation ("Florida Corporation"). The Ohio Corporation and the Florida Corporation shall be hereinafter referred to in this Plan And Agreement Of Merger collectively as the "Constituent Corporations".

### **WITNESSETH:**

**WHEREAS**, Ohio Corporation is an Ohio not-for-profit corporation in good standing which is not authorized to issue stock but is authorized to issue membership certificates; and as of the date hereof 20 membership certificates are issued and outstanding and are held by the 20 Members of Ohio Corporation (hereinafter "Ohio Members"); and

**WHEREAS**, Florida Corporation is a Florida not-for-profit corporation in good standing which is not authorized to issue stock but is authorized to issue membership certificates; and as of the date hereof 20 membership certificates are issued and outstanding and are held by 20 Members of the Florida Corporation ("Florida Members"); and

**WHEREAS**, the Board of Trustees of Ohio Corporation and the Board of Directors of Florida Corporation deem it desirable and in the best interest of their respective corporations and members therein that the Ohio Corporation be merged into the Florida Corporation under and pursuant to the terms and conditions hereinafter set



forth; and

**WHEREAS**, the Board of Trustees of Ohio Corporation and the Board of Directors of Florida Corporation have, prior to or simultaneously with the effective date of this Plan Of Merger, passed resolutions approving this Plan Of Merger; and

**WHEREAS**, the Members of Ohio Corporation and the Members of Florida Corporation have both passed resolutions adopting this Plan Of Merger; and

**WHEREAS**, this Plan Of Merger is adopted pursuant to §617.1101 through §617.1107, Fla. Stats. and §1701.43 through §1702.46 Ohio Revised Code,

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements herein contained, and in accordance with the applicable provisions of Ohio law and Florida law the parties hereto do agree as follows:

**ARTICLE I. MERGER.** Ohio Corporation shall be merged (the "Merger") with and into Florida Corporation at the Effective Time Of Merger as defined in Article V hereof. Florida Corporation shall be the surviving corporation of the Merger. The corporate existence of Florida Corporation shall continue unaffected and unimpaired by the Merger except:

(a) it shall be bound by the laws of the State of Ohio in accordance with §1702.45, Ohio Revised Code; and

(b) its name shall be changed to "The Safety Marketing Group, Inc.". The Florida Corporation as the surviving corporation in the Merger, is hereinafter sometimes referred to in this Plan Of Merger as the "Surviving Corporation".

**ARTICLE II. ARTICLES OF INCORPORATION AND BY-LAWS.** The Articles Of Incorporation of the Florida Corporation existing immediately prior to the Effective Time Of The Merger shall be the Articles Of Incorporation of the Surviving Corporation

until altered, amended or appealed. The By-Laws of the Florida Corporation existing immediately prior to the Effective Time Of The Merger shall be the By-Laws of the Surviving Corporation until altered, amended or appealed.

**ARTICLE III. CONSENT TO SUIT; APPOINTMENT OF OHIO AGENT.** In accordance with §1702.45 of the Ohio Revised Code, the Florida Corporation, as the Surviving Corporation, consents to being sued and served with process in the State of Ohio in any proceeding for the enforcement of any obligation of the Ohio Corporation, and Surviving Corporation irrevocably appoints the Secretary of State of the State of Ohio as its Agent to accept service of process in any such proceeding, such service of process to be forwarded to the Surviving Corporation at its principal offices as follows:

The Safety Marketing Group of Central Florida, Inc.  
Post Office Box 2815  
Ormond Beach, Florida 32175  
Attention: Richard P. Harper, President

**ARTICLE IV. BOARD OF TRUSTEES, BOARD OF DIRECTORS AND OFFICERS.**  
From and after the Effective Time Of The Merger, the persons who were members of the Board of Directors and who were officers of Florida Corporation immediately prior to the Merger, shall be the Directors and Officers of the Surviving Corporation and shall hold office until their successors are elected and qualified according to the By-Laws of the Surviving Corporation. More particularly:

Robert Tackaberry  
Chairman, Board of Directors  
Dooley Tackaberry, Inc.  
314 Center Street  
Deer Park, Texas 77536

John Cal Murray  
Board Member  
Safety & Supply Company

Robert Mulhall  
Board Member and Treasurer  
Interstate Safety Supply Corporation  
901 Meredith Way  
Sparks, NV 89431

Robert Gladwish, Sr.  
Board of Directors and Secretary  
Ranson Industrial Safety Supply

5510 East Marginal Way S.  
Seattle, Washington 98134

1166 Michner Road  
Sarnia, Ontario N7S 4B1

Robert Kingman  
Board of Directors  
Safety Source Northeast  
P.O. Box 532  
Sturbridge, Mass. 01566-0534

Richard P. Harper  
President  
The Safety Marketing Group  
P.O. Box 2815  
Ormond Beach, FL 32175

**ARTICLE V. CONVERSION AND EXCHANGE OF CERTIFICATES.** At the Effective Time Of The Merger, by virtue of the Merger, and without any action on the part of the holder of any Membership Certificate of Ohio Corporation (excluding any Membership Certificates as to which dissenting member's appraisal rights have been validly exercised), each of the twenty (20) outstanding Membership Certificates of Ohio Corporation shall be cancelled and retired as of the Effective Time Of The Merger, and no cash, stock or other property shall be delivered in exchange therefor.

**ARTICLE VI. EFFECTIVE TIME OF MERGER.** This Merger shall become effective upon occurrence of the following:

(a) The execution of this Plan Of Merger and the Execution of the Articles Of Merger by both Ohio Corporation, as approved by its Board of Trustees and adopted by its Members in accordance with its Regulations and Ohio law, and by Florida Corporation as approved by its Board of Directors and adopted by its Members in accordance with its By-Laws and Florida law; and

(b) The filing of the Articles Of Merger with the Secretary of State, Division of Corporations as required by Florida law; and

(c) The filing of the Articles Of Merger with the Secretary of State, State of Ohio as required by Ohio law.

**ARTICLE VII. RIGHTS AND OBLIGATIONS AND FURTHER ASSURANCES.** At the Effective Time of the Merger, the separate existence of Ohio Corporation shall

cease and Florida Corporation, as the Surviving Corporation, shall possess all the rights, privileges, immunities, powers, franchises and authority and shall be subject to all the duties, responsibilities, obligations, debts and liabilities of the Constituent Corporations, specifically including all rights and obligations in and to all property (real, personal and mixed), all debts due to the Constituent Corporations on whatever account, and all other choses in action and all and every other interest of or belonging to or due to the Constituent Corporations, shall be deemed to be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall thereafter be the property of the Surviving Corporation and the title to any real estate or any interest therein, vested by deed or otherwise in the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors of the Constituent Corporations shall henceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said liabilities and obligations had been incurred or contracted by the Surviving Corporation. Any claim, action or proceeding, whether civil, criminal or administrative, pending by or against either or both of the Constituent Corporations may be prosecuted to decision, judgment or decree as if the Merger had not taken place, or the Surviving Corporation may be substituted in such claim, action or proceeding as appropriate.

**ARTICLE IX.** The purpose of the Surviving Corporation shall be:

- (a) to continue, maintain and grow a national affiliation of privately owned safety equipment distribution companies;
- (b) to provide the members with those types of programs and services which will assist the members in improving their profitability and market share;

(c) to provide Surviving Corporation's preferred suppliers with those programs and activities which will increase the sale of the preferred suppliers' products to members; and

(d) to provide such other services as are consistent with the not-for-profit laws of the State of Florida and are reasonably necessary in order to successfully achieve the above stated purposes.

**ARTICLE X. MISCELLANEOUS.**

(a) Each party by written instrument signed by its President may extend the time for the performance of any of the obligations or acts of the other party hereto and by similar written instrument may waive compliance with any of the covenants or performance of any of the obligations of the other part contained in this Plan Of Merger.

(b) The headings of the several Articles herein are inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan Of Merger.

(c) For the convenience of the parties hereto this Plan Of Merger shall be executed in multiple originals, each of which shall be deemed an original and each of which shall constitute one and the same instrument.

(d) This Plan Of Merger is binding upon and is for the benefit of the parties hereto and their respective successors, legal representatives and assigns, and no person not a party hereto shall have any rights or benefits under this Plan Of Merger as a third party beneficiary or otherwise. This Plan Of Merger is not assignable.

(e) This Plan Of Merger may be amended, supplemented or modified only by written instrument, document or agreement signed by each of the parties hereto.

(f) This Plan Of Merger supersedes any and all prior merger agreements, if any, and contained the entire agreement and understanding of the parties hereto with respect to the subject matter hereof.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan Of Merger to be signed as of the day and year first written above.

THE SAFETY MARKETING GROUP

BY: Richard P. Harper  
RICHARD P. HARPER, President

ATTEST: Robert L. Kingman  
ROBERT L. KINGMAN Secretary

THE SAFETY MARKETING GROUP OF  
CENTRAL FLORIDA, INC.

BY: Richard P. Harper  
RICHARD P. HARPER, President

ATTEST: Robert L. Kingman  
ROBERT L. KINGMAN Secretary