

P000000012831

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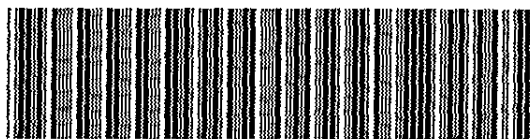
(Business Entity Name)

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Please return to  
A-NU-LOOK Kitchen  
Cabinets  
11531-A State Rd 52  
Hudson, 71  
34669

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LLC ~~inactive~~  
"organization" not  
"incorporation"



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 30, 2002

A-NU-LOOK KITCHEN CABINETS, INC.  
% JOEL VERNAZZARO  
10622 LIM LANE  
HUDSON, FL 34669

SUBJECT: A-NU-LOOK KITCHEN CABINETS, INC.  
Ref. Number: P00000012831

We have received your document for A-NU-LOOK KITCHEN CABINETS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The LLC is inactive, but only active Florida entities can be parties to mergers. Enclosed is a reinstatement form to be used to make the LLC active again. Also, Article II refers to "corporation" and "incorporation," but the entity is not a corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 902A00059656

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*Reinstatement form attached*

ARTICLES OF MERGER  
Merger Sheet

MERGING:

ACE CUSTOM COUNTER TOPS, LLC a Florida entity L01000003666

INTO

A-NU-LOOK KITCHEN CABINETS, INC. which changed its name to

**A NU-LOOK KITCHEN CABINETS AND COUNTER TOPS, INC.**, a Florida  
entity, P00000012831.

File date: November 15, 2002

Corporate Specialist: Lee Rivers

**ARTICLES OF MERGER AND  
AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 15<sup>th</sup> day of Sept, 2002, by and between the following named corporation and limited liability company (hereinafter collectively referred to as the "Merging Entities"):

**I - SURVIVING CORPORATION**

A-NU-LOOK KITCHEN CABINETS, INC. a Florida corporation (the "Surviving Corporation").

*P-12831*

Date of incorporation: February 4, 2000

Capitalization: one hundred (100) shares authorized common shares, - 0 - par value

One hundred (100) shares outstanding

Shareholders: Joel and Linda Vernazzaro

**II - MERGING LIMITED LIABILITY COMPANY**

ACE CUSTOM COUNTER TOPS, LLC., a Florida limited liability corporation (the "Merging LLC").

Date of incorporation: March 9, 2001

*L01-3666*

Members and percentage of ownership:	Gene Richardson	- sixty percent
	Joel Vernazzaro	- forty percent

**WITNESSETH:**

**WHEREAS:**

1. The Merging LLC is duly organized and existing under the laws of the State of Florida. Its date of incorporation and membership are described above.

2. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation and capitalization is described above.

WHEREAS, the directors of the Surviving Corporation deem it advisable that the Merging LLC merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be

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affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, the entire outstanding capital stock of the Merging Entities is held as follows:

<u>Name of Entity</u>	<u>Shareholder</u>	<u>No. of Shares Held</u>
A-Nu-Look Kitchen Cabinets, Inc., a Florida Corporation	Joel Vernazzaro and Linda Vernazzaro	100

	<u>Member's Name</u>	<u>Percentage Interest</u>
Ace Custom Counter Tops, a Florida limited liability company	Joel Vernazzaro	40%
	Gene Richardson	60%

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 607 of the Florida Statutes, as amended, that the Merging Entities shall be and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Merging Entities shall be as hereinafter set forth.

#### **ARTICLE I**

#### **CORPORATE EXISTENCE OF SURVIVING CORPORATION**

A. Upon the Merger becoming effective, the separate existence of the Merging LLC shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merging LLC, on whatever account and other chooses in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merging LLC, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merging Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merging Entities shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merging LLC shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether

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public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

## **ARTICLE II**

### **CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION**

The name of the Surviving Corporation shall be A NU-LOOK KITCHEN CABINETS AND COUNTER TOPS, INC. The Certificate of Incorporation of the Surviving Corporation, as modified herein, shall, upon the Merger becoming effective, be the Certificate of Incorporation of the Surviving Corporation, as amended by this Agreement and Plan of Merger.

The capitalization of the Surviving Corporation upon the Merger becoming effective shall be one thousand (1,000) shares of common stock, \$1.00 par value.

## **ARTICLE III**

### **BYLAWS OF SURVIVING CORPORATION**

The Bylaws of said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be amended or repealed.

## **ARTICLE IV**

### **OFFICERS AND STOCKHOLDERS OF SURVIVING CORPORATION**

The Officers and Stockholders of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

STOCKHOLDERS: *Joel*  
*Paul* and Linda Vernazzaro 100 shares  
Gene Richardson 100 shares

OFFICERS: *LV JV GAR*  
*LV JV GAR* VICE President Gene Richardson  
*LV JV GAR* ~~President~~ Joel Vernazzaro  
Secretary/Treasurer Linda Vernazzaro

## **ARTICLE V**

### **MANNER OF CONVERTING SHARES**

The manner of converting the stock of the Merging Entities upon the Merger becoming effective shall be as follows:

A. Each interest of the Merging LLC at the time of the effective date of the merger shall be canceled.

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B. One hundred (100) shares of the common stock of the Surviving Corporation will be issued to Gene Richardson so that Gene Richardson will be the owner of fifty percent (50%) of the issued and outstanding common stock of the Surviving Corporation.

C. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merging LLC and the Surviving Corporation.

**ARTICLE VI**  
**REGISTERED OFFICE AND REGISTERED AGENT**  
**OF SURVIVING CORPORATION**

The registered office and registered agent of the Surviving Corporation is as follows: Joel Vernazzaro, 10622 Lim Lane, Hudson, FL 34669.

**ARTICLE VII**  
**APPROVAL OF MERGER BY DIRECTORS**

These Articles of Merger and Agreement and Plan of Merger has been approved by the directors of the Surviving Corporation, as provided by Chapter 607 of the Florida Statutes, on 12/21, 2002.

**ARTICLE VIII**  
**APPROVAL OF MERGER BY MEMBERS OF MERGING LLC**

These Articles of Merger and Agreement and Plan of Merger has been approved by the members of the Merging LLC, as provided in Chapter 608 of the Florida Statutes on 10/15/02, 2002.

**ARTICLE IX**  
**EFFECTIVE DATE OF MERGER**

This Merger shall become effective on January 1, 2002, for tax and accounting purposes and shall become effective for purposes of Chapters 607 and 608 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

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IN WITNESS WHEREOF, the Surviving Corporation has signed this Agreement under its corporate seal the day and year first above written.

A-NU-LOOK KITCHEN CABINETS, INC., a  
Florida corporation

BY: Gene D. Richardson  
Vice President

By Joel Verazzaro President

ATTEST: Lucia Verazzaro  
Secretary

STATE OF FLORIDA )  
COUNTY OF PASCO )

The foregoing instrument was acknowledged before me this 21 day of October, 2002, by JOEL VERNAZZARO, as President, of A-NU-LOOK KITCHEN CABINETS, INC., a Florida corporation, on behalf of said corporation. JOEL VERNAZZARO is personally known to me or has produced Florida Driver's License as identification and have taken an oath.



Lorrie Houghtaling  
Notary Public

My Commission Expires: July 20, 2006

ACE CUSTOM COUNTER TOPS, LLC  
a Florida limited liability company

BY: Gene D. Richardson President  
Gene Richardson

STATE OF FLORIDA )  
COUNTY OF PASCO )

The foregoing instrument was acknowledged before me this 21 day of October, 2002, by Gene D. Richardson as President, of ACE CUSTOM COUNTER TOPS, LLC, a Florida limited liability company, on behalf of said corporation. Gene Richardson is personally known to me or has produced GA-D/L 006942090 as identification and have taken an oath.

Lorrie Houghtaling  
Notary Public

My Commission Expires: July 20, 2006



**SPECIAL CORPORATE ACTION  
BY THE DIRECTORS AND SHAREHOLDERS OF  
A-NU-LOOK KITCHEN CABINETS, INC.**

The undersigned, constituting the full membership of the Board of Directors and Shareholders of A-NU-LOOK KITCHEN CABINETS, INC., a Florida corporation (the "Corporation"), acting without meeting pursuant to the Bylaws of the Corporation hereby consent to and unanimously adopt the following preambles, resolutions and actions:

(1) RESOLVED, that this Consent shall be in lieu of the special meeting of the Board of Directors and Shareholders for the Corporation.

(2) RESOLVED, that the Directors and Shareholders of the Corporation a corporation organized and existing under the laws of the State of Florida, do hereby agree, consent to, adopt and order the following special corporation action:

A. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

B. The special matter considered by the Directors and Shareholders concerns the adoption of the Agreement and Plan of Merger presented to the Directors and Shareholders. After much discussion, the following resolution was adopted:

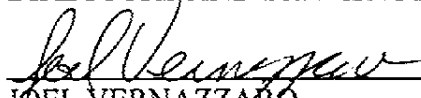
RESOLVED, that the Articles of Merger and Agreement of Merger presented at the meeting was and is hereby adopted and ratified, a copy of which is attached hereto; and


FURTHER RESOLVED, that the proper officers of the Corporation are hereby empowered, authorized and directed to take all such action and execute all such documents as may be necessary or advisable to effectuate all transactions contemplated by the Agreement and Plan of Merger.

(3) RESOLVED, that the special action contained herein was approved on the 15<sup>th</sup> day of Oct, 2002, and shall be effective as of the 1<sup>st</sup> day of January, 2002.

IN WITNESS WHEREOF, the undersigned Directors and Shareholders have executed the foregoing Special Corporate Action by the Directors and Shareholders for the purpose of giving their consent thereto.

DIRECTORS AND SHAREHOLDERS:

  
JOEL VERNAZZARO

  
LINDA VERNAZZARO

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**SPECIAL ACTION  
BY THE MEMBERS OF  
ACE CUSTOM COUNTER TOPS, LLC**

The undersigned, constituting the full membership of ACE CUSTOM COUNTER TOPS, LLC, a Florida limited liability company (the "LLC"), acting without meeting pursuant to the Regulations of the LLC hereby consent to and unanimously adopt the following preambles, resolutions and actions:

(1) RESOLVED, that this Consent shall be in lieu of the special meeting of the membership for the LLC.

(2) RESOLVED, that the members of the LLC a limited liability company organized and existing under the laws of the State of Florida, do hereby agree, consent to, adopt and order the following special LLC action:

A. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

B. The special matter considered by the membership concerns the adoption of the Agreement and Plan of Merger presented to the membership. After much discussion, the following resolution was adopted:

RESOLVED, that the Articles of Merger and Agreement of Merger presented at the meeting was and is hereby adopted and ratified, a copy of which is attached hereto; and

FURTHER RESOLVED, that the proper members of the LLC are hereby empowered, authorized and directed to take all such action and execute all such documents as may be necessary or advisable to effectuate all transactions contemplated by the Agreement and Plan of Merger.

(3) RESOLVED, that the special action contained herein was approved on the 15 day of Oct, 2002, and shall be effective as of the 1<sup>st</sup> day of January, 2002.

IN WITNESS WHEREOF, the undersigned membership have executed the foregoing Special Action by the membership for the purpose of giving their consent thereto.

MEMBERS:

  
JOEL VERNAZZARO

  
GENE RICHARDSON

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