

Div Corporations

Page 1 of 1

P02000014976

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000159788 3)))



H080001597883ABCD

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CAUTHEN AND FELDMAN, P.A.
Account Number : I19980000085
Phone : (352) 343-2225
Fax Number : (352) 343-7759

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 JUN 25 PM 1:32

FILED

RECEIVED

2008 JUN 25 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE**Hayes Industrial Corp.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

Wing
40840038457
7/1/08

Audit # H08000159788 3

ff
6-30-08

**ARTICLES OF MERGER
OF
TREE REDEEMERS, INC., a Florida Corporation
INTO
HAYES INDUSTRIAL CORP., a Florida Corporation**

Under Section 607.1105 of Florida Statutes

FILED
08 JUN 25 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the corporations which are parties to the merger are **TREE REDEEMERS, INC.,** a Florida Corporation ("**TREE REDEEMERS**"), and **HAYES INDUSTRIAL CORP.,** a Florida Corporation ("**HAYES INDUSTRIAL**"). The surviving corporation is **HAYES INDUSTRIAL.**

SECOND: The Plan of Merger is annexed hereto as **Exhibit "A"** and incorporated herein by reference in its entirety.

THIRD: The plan of merger was duly adopted by the unanimous vote of the Directors and Shareholders of each party to the merger on the 17th day of June 2008.

FOURTH: This merger shall be effective on the 30th day of June 2008, pursuant to the provisions of Section 607.1105(1)(b), Florida Statutes.

William H. Cauthen, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar #133488
Audit # H08000159788 3

Audit # HD8000159788 3

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers this 25th day of June 2008.

TREE REDEEMERS, INC.
a Florida Corporation

By: Zenda K. Hayes
ZENDA K. HAYES, President

ATTEST: Zenda K. Hayes
ZENDA K. HAYES, Secretary

HAYES INDUSTRIAL CORP.
a Florida Corporation

By: Steven D. Hayes
STEVEN D. HAYES, President

ATTEST: Zenda K. Hayes
ZENDA K. HAYES, Secretary

H08000159788 3

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is dated the 17th day of June 2008, between **TREE REDEEMERS, INC.**, a Florida Corporation, ("**TREE REDEEMERS**") and **HAYES INDUSTRIAL CORP.**, a Florida Corporation, ("**HAYES INDUSTRIAL**"), said corporations being sometimes collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, **TREE REDEEMERS**, is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 100 shares of common stock, of which as of the date hereof 100 shares of common stock were validly issued and outstanding.

WHEREAS, **HAYES INDUSTRIAL** is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 100 shares of common stock, of which as of the date hereof 50 shares of common stock are validly issued and outstanding.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation and its Shareholders that **TREE REDEEMERS** be merged into **HAYES INDUSTRIAL**.

WHEREAS, the Shareholders of **TREE REDEEMERS** will receive no additional stock in exchange for their stock in **TREE REDEEMERS** because the ownership of the Constituent Corporations is the same as more fully described in ARTICLE VI hereafter.

NOW, THEREFORE, the Constituent Corporations hereby agree that **TREE REDEEMERS**, shall be merged with and into **HAYES INDUSTRIAL** in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger.

ARTICLE I**THE CONSTITUENT CORPORATIONS**

The names of the Constituent Corporations to the merger are **TREE REDEEMERS, CORPORATION**, a Florida Corporation, (Florida Document No. P06000064393) and **HAYES INDUSTRIAL CORP.**, a Florida corporation, (Florida Document No. P02000014976).

H08000159788 3

ARTICLE II**THE MERGER; THE SURVIVING CORPORATION**

On the Effective Date, as hereinafter defined, **TREE REDEEMERS**, shall be merged into **HAYES INDUSTRIAL**, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes (the Florida Business Corporation Act). **HAYES INDUSTRIAL** shall be the surviving Corporation, and shall be governed by the laws of the State of Florida.

ARTICLE III**THE EFFECT OF THE MERGER**

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Corporations shall be a single corporation, which shall be **HAYES INDUSTRIAL**. From and after such filing, the separate existence of **TREE REDEEMERS** shall cease, while the corporate existence of **HAYES INDUSTRIAL** shall continue unaffected and unimpaired. **HAYES INDUSTRIAL** shall have all the rights, privileges, immunities, and powers, and shall be subject to all the duties and liabilities, of a corporation organized under the Florida Business Corporation Act. **HAYES INDUSTRIAL** shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations. All property, real, personal and mixed, and all debts on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in **HAYES INDUSTRIAL** without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger. **HAYES INDUSTRIAL** shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or **HAYES INDUSTRIAL** may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

ARTICLE IV**SUPPLEMENTARY ACTION**

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in **HAYES**

INDUSTRIAL the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of the respective Constituent Corporations as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in **HAYES INDUSTRIAL** and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

ARTICLE V

CERTIFICATE OF INCORPORATION AND BYLAWS; OFFICERS AND DIRECTORS

(a) The Certificate of Incorporation and Bylaws of **HAYES INDUSTRIAL** in effect on the Effective Date, shall remain the Certificate of Incorporation and Bylaws of **HAYES INDUSTRIAL**, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

(b) The persons who shall serve as directors of **HAYES INDUSTRIAL** shall be:

STEVEN D. HAYES
ZENDA K. HAYES

The persons who shall serve as officers of **HAYES INDUSTRIAL** and the offices in which they shall serve, shall be:

President:	STEVEN D. HAYES
Vice President:	ZENDA K. HAYES
Secretary:	ZENDA K. HAYES
Treasurer:	STEVEN D. HAYES

ARTICLE VI

TREATMENT OF SHARES OF CONSTITUENT CORPORATIONS

(a) Each share of the common stock of **HAYES INDUSTRIAL**, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII, shall continue in existence as a share of the merged corporations and there shall be no distribution of cash or securities with respect thereto.

(b) Each share of the common stock of **TREE REDEEMERS**, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and no additional common stock of **HAYES INDUSTRIAL** shall be issued to the Tree Redeemers' stockholders.

H08000159788 3

ARTICLE VII
APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted to the respective shareholders of the Constituent Corporations for approval as provided by the Florida Business Corporation Act on the 17th day of June 2008. If duly adopted by the requisite vote of such shareholders, Articles of Merger meeting the requirements of the Florida Business Corporation Act shall be filed immediately in the appropriate office in Florida.

ARTICLE VIII
EFFECTIVE DATE

The merger of **TREE REDEEMERS**, into **HAYES INDUSTRIAL**, shall become effective the 30th day of June 2008, in accordance with the Florida Business Corporation Act. The date on which such merger shall become effective is herein called the "Effective Date".

ARTICLE IX
COVENANTS OF TREE REDEEMERS

TREE REDEEMERS covenants and agrees that: (a) it will not further amend its certificate of incorporation prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE X
TERMINATION

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

ARTICLE XI
COUNTERPARTS

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

H08000159788 3

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

TREE REDEEMERS, CORPORATION,
a Florida Corporation

By: Zenda K. Hayes
ZENDA K. HAYES, President

HAYES INDUSTRIAL CORP.,
a Florida Corporation

By: Steven D. Hayes
STEVEN D. HAYES, President