

PD3000056060

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

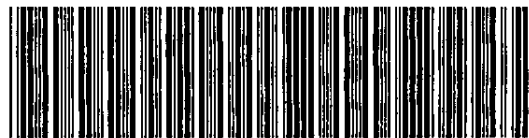
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 APR 22 AM 10:37

merger/cc  
@ 4.25.13

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** COX BUILDING CORPORATION  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

SCOTT B. BARLOGA  
Contact Person

Pope & Barloga, P.A.  
Firm/Company

736 Jenks Avenue, P.O. Box 1609  
Address

Panama City, FL 32402  
City/State and Zip Code

pcox@coxpoools.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Scott B. Barloga  
Name of Contact Person

At ( 850) 784-9174  
Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
**(Profit Corporations)**

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
COX BUILDING CORPORATION	FLORIDA	P03000056060

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
COX INVESTMENTS INCORPORATED	DELAWARE	3120421

**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.

**Fifth:** Adoption of Merger by **surviving** corporation:

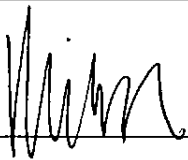
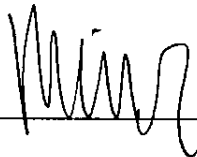
The Plan of Merger was adopted by the shareholders of the surviving corporation on January 24, 2013.

**Sixth:** Adoption of Merger by **merging** corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 24, 2013.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u><b>COX INVESTMENTS INCORPORATED</b></u>		<u>Richard L. Cox, President and Director</u>
<u><b>COX BUILDING CORPORATION</b></u>		<u>Richard L. Cox, President and Director</u>

## **PLAN OF MERGER**

**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation:

<u><b>Name</b></u>	<u><b>Jurisdiction</b></u>
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**COX INVESTMENTS INCORPORATED**

**Delaware**

The name and jurisdiction of each **subsidiary** corporation:

<u><b>Name</b></u>	<u><b>Jurisdiction</b></u>
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**COX BUILDING CORPORATION**

**FLORIDA**

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

Each share of Cox Investment Corporation's ("Parent") common stock issued and outstanding on the date on which the Articles of Merger are filed with the Secretary of State of Florida and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holders, be converted into shares of the presently authorized and unissued shares of the common stock of Cox Building Corporation ("Subsidiary") in the same ownership as held in the Parent. Notwithstanding the foregoing, each share of Parent common stock held by Subsidiary shall, by virtue of the Merger and without any action on the part of Subsidiary, be canceled simultaneously with the effectiveness of the Merger.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Each share of Cox Investment Corporation's ("Parent") common stock issued and outstanding on the date on which the Articles of Merger are filed with the Secretary of State of Florida and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holders, be converted into shares of the presently authorized and unissued shares of the common stock of Cox Building Corporation ("Subsidiary") in the same ownership as held in the Parent. Notwithstanding the foregoing, each share of Parent common stock held by Subsidiary shall, by virtue of the Merger and without any action on the part of Subsidiary, be canceled simultaneously with the effectiveness of the Merger.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: n/a