

07/07/09 09:52 FAX

Division of Corporations

FOWLER WHITE

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P03 00011201

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Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**C.Q. Insulation, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$68.75

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**EXAMINER**

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July 7, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

C.Q./BIG BEND INSULATION OF FLORIDA, LLC  
8806 VENTURE COVE  
TEMPLE TERRACE, FL 33637

SUBJECT: C.Q./BIG BEND INSULATION OF FLORIDA, LLC  
REF: L07000085627

We received your electronically transmitted document. However, document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective date must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 10 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Regulatory Specialist II

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**CERTIFICATE OF MERGER**

The following Certificate of Merger are being submitted in accordance with Section 608.438 of the Florida Statutes:

**FIRST:** The name, street address of its principal office, jurisdiction, and entity type of the merging party (the "Merged Entity") is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
C.Q. / Big Bend Insulation of Florida, LLC 8806 Venture Cove Temple Terrace, FL 33637	Florida	Limited Liability Company

Florida Document/Registration Number: L07000085627  
FEIN: 260777931

**SECOND:** The name, street address of its principal office, jurisdiction, and entity type of the surviving entity is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
C.Q. Insulation, Inc. 8806 Venture Cove Temple Terrace, FL 33637	Florida	Corporation

Florida Document/Registration Number: P03000111201  
FEIN: 200289994

**THIRD:** The Plan of Merger is attached hereto as Exhibit A.

**FOURTH:** The Plan of Merger was approved by the sole managing-member of the Merged Entity on June 23, 2009.

**FIFTH:** The Plan of Merger was approved by all of the directors of the Surviving Entity on June 23, 2009; shareholder approval was not required.

**SIXTH:** This Certificate of Merger shall be effective as of July 6, 2009.

**SEVENTH:** This merger is permitted by all laws of the State of Florida and is not prohibited by the Articles of Incorporation or Bylaws of the Surviving Entity or the Articles of Organization or Operating Agreement of the Merged Entity.

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This Certificate of Merger comply with and were executed in accordance with the laws of the State of Florida this 30<sup>th</sup> day of June, 2009.


C.Q. INSULATION, INC.,  
a Florida corporation

By:   
John L. Ervin  
President

"Surviving Entity"

C.Q./ BIG BEND INSULATION  
OF FLORIDA, LLC,  
a Florida limited liability company

By: C.Q. INSULATION, INC.  
its sole managing-member

By:   
John L. Ervin  
President

"Merged Entity"

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TALLAHASSEE, FLORIDA

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**PLAN OF MERGER AND LIQUIDATION**

THIS PLAN OF MERGER AND LIQUIDATION (this "Agreement") is made and entered into effective as of the 30<sup>th</sup> day of June, 2009, by and between C.Q. Insulation, Inc., a Florida corporation ("Parent"), and C.Q. / Big Bend Insulation of Florida, LLC, a Florida limited liability company ("Subsidiary").

**WITNESSETH:**

WHEREAS, Parent owns one hundred percent (100%) of the issued and outstanding membership interests of Subsidiary and is the sole managing-member of Subsidiary, and desires to merge Subsidiary with and into Parent (the "Merger"); and

WHEREAS, the Board of Directors of Parent, on behalf of itself and Subsidiary, have consented to the Merger;

NOW, THEREFORE, in consideration of the premises, the mutual agreement and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties now agree as follows:

1. **Merger.** Effective upon filing the Certificate of Merger, Subsidiary shall be merged with and into Parent. The Merger shall be effectuated by the filing by Parent of a Certificate of Merger with the Florida Department of State.

2. **Effect of Merger.** Upon the effective date of the Merger, (i) Parent shall be possessed of all the estate, property, rights, privileges and franchises of Subsidiary, (ii) Parent shall assume all of the liabilities and obligations of Subsidiary, (iii) all of the issued and outstanding membership interests of Subsidiary shall be deemed cancelled, and (iv) each share of capital stock of Parent shall remain issued and outstanding and unaffected by the Merger.

3. **Governing Documents.** The Certificate of Incorporation and Bylaws of Parent shall remain in effect and unchanged as a result of the Merger. The officers and directors of Parent shall remain the officers and director of Parent after the Merger.

4. **Tax-Free Liquidation.** The parties intend that the Merger detailed in this Agreement shall be treated as a tax-free liquidation.

5. **Notice.** If any notices are to be given by any party to this Agreement, such notices shall be in writing, addressed to the party to whom such notice is directed and either actually delivered to such party or sent by United States mail, return receipt requested, to the parties at the addresses shown on the execution page hereof.

6. **Rules of Construction.**

(a) **Entire Agreement.** This Agreement constitutes the entire agreement among the parties hereto pertaining to the subject matters hereof, and supersedes all negotiations, preliminary agreements, and all prior and contemporaneous discussions and understandings of the parties in connection with the subject matters hereof.

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(b) Amendments. No change, modification or termination of any of the terms, provisions, or conditions of this Agreement shall be effective unless made in writing and signed or initialed by all parties hereto, their successors or assigns.

(c) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of Florida.

(d) Binding Effect. This Agreement and all of its terms and conditions shall be binding upon, and inure to the benefit of, the parties and their successors, permitted assigns and legal representatives.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement the day and year first above-written.

C.Q. INSULATION, INC.,  
a Florida corporation

By: \_\_\_\_\_  
John L. Ervin  
President

"Surviving Entity"

C.Q. / BIG BEND INSULATION  
OF FLORIDA, LLC,  
a Florida limited liability company

By: C.Q. INSULATION, INC.,  
Its sole managing-member

By: \_\_\_\_\_  
John L. Ervin  
President

"Merged Entity"

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