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NO. 399 1 of 1

Florida Department of State  
Division of Corporations  
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From: Account Name : CORPORATION SERVICE COMPANY  
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

TIMBIL PIPING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	089
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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JAN. 6. 2004 5:33PM

CORPORATION SVC CO

PAGE 1/1

HIGHTFAX

NO. 399

P. 2



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 6, 2004

TIMBIL PIPING, INC.  
800 OCEAN DRIVE  
UNIT 1203  
JUNO BEACH, FL 33408US

SUBJECT: TIMBIL PIPING, INC.  
REF: P03000120724

**RESUBMIT**

Please give original  
submission date as file date.

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

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The registered office is the address of the registered agent and the principal office is the address of the corporation. Please correct Article Eight in the Certificate of Merger and Article Eight in the Agreement of Merger.

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) 245-6869.

Teresa Brown  
Document Specialist

FAX Aud. #: H04000002372  
Letter Number: 004A00000540

JAN. 6. 2004 5:33PM

CORPORATION SVC CO

NO. 399 P. 3

H04000002372 3

## **CERTIFICATE OF MERGER**

of

**TIMBIL PIPING, INC.**

into

**TIMBIL PIPING, INC.**

**TO: THE SECRETARY OF STATE OF FLORIDA**

Pursuant to the provisions of Corporation Laws of the State of Florida, the undersigned corporation hereby executes the following Certificate of Merger.

### **ARTICLE ONE**

The names of the corporations proposing to merge and the names of the status under the laws of which such corporations are organized are as follows:

#### **NAME OF CORPORATION**

#### **STATE OF INCORPORATION**

**TIMBIL PIPING, INC.**

**New Jersey**

**TIMBIL PIPING, INC.**

**Florida**

### **ARTICLE TWO**

The laws of the State of Florida permit such a merger.

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TALLAHASSEE, FLORIDA

H04000002372 3

**ARTICLE THREE**

The name of the surviving corporation shall be TIMBIL PIPING, INC., and it shall be governed by the laws of the State of Florida.

The total authorized stock of the surviving corporation shall be 2500 shares itemized as follows:

<u>CLASS</u>	<u>NO. OF SHARES</u>	<u>PAR VALUE</u>
Common	2500	NONE

The address of the surviving corporation's registered office is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its registered agent at such address is Corporation Service Company

**ARTICLE FOUR**

The Plan of Merger was approved by the Shareholders of the undersigned domestic corporation in a manner prescribed by the Florida Corporation set in the manner prescribed by the State of Florida. The date that the merger and agreement of merger was adopted is January 2, 2004.

**ARTICLE FIVE**

As to each corporation whose shareholders are entitled to vote, the designation and number of shares of each such class or series is as follows:

<u>NAME OF CORPORATION</u>	<u>TOTAL SHARES ENTITLED TO VOTE</u>	<u>NO. OF SHARES OUTSTANDING</u>
TIMBIL PIPING, INC. (New Jersey)	100 COM NPV	100 COM NPV
TIMBIL PIPING, INC. (Florida)	100 COM NPV	100 COM NPV

**ARTICLE SIX**

The number of shares voted for merger are as follows:

JAN. 6. 2004 5:33PM

CORPORATION SVC CO

NO. 399  
H04000002372 3

P. 5

	<u>TOTAL SHARES VOTED</u> <u>FOR</u>	<u>AGAINST</u>
TIMBIL PIPING, INC.	100	0
TIMBIL PIPING, INC.	100	0

**ARTICLE SEVEN**

The surviving corporation shall retain all rights contained in its Certificate of Incorporation and as prescribed by the statutes of the State of Florida.

**ARTICLE EIGHT**

The location of the registered office of the Corporation which shall survive this merger is and shall be 1201 Hays Street, Tallahassee, Florida 32301, and Corporation Service Company as agent therein and upon whom process against said corporation may be served.

**ARTICLE NINE**

The effective date of this Certificate shall be upon filing

IN WITNESS WHEREOF, each of the undersigned corporations have caused the Certificate of Merger to be executed in its name by its president as of the 2<sup>nd</sup> day of JANUARY, 2004.

ATTEST:

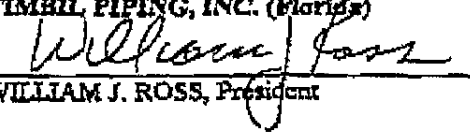
  
Frederick C. Biehl, III, Secretary

TIMBIL PIPING, INC. (New Jersey)

  
WILLIAM J. ROSS, President

  
Frederick C. Biehl, III, Secretary

TIMBIL PIPING, INC. (Florida)

  
WILLIAM J. ROSS, President

H04000002372 3

## **AGREEMENT OF MERGER**

This Agreement of Merger dated JANUARY 2, 2004, made and entered into by Timbil Piping, Inc., a corporation organized and existing under the laws of the State of New Jersey ("TPNJ"), and the directors thereof, parties of the first part, and Timbil Piping, Inc., a corporation organized and existing under the laws of the State of Florida ("TPFLA"), and the directors thereof, parties of the second part.

### **WITNESS THAT:**

**WHEREAS**, the Board of Directors of each of the corporations, parties to this agreement, deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders that TPNJ merges itself into TPFLA and that TPFLA merges itself into TPNJ, to the end that TPFLA, the surviving corporation pursuant to the provisions of Florida Corporate Statutes, and acts supplemental thereto, or amendatory thereof,

**NOW THEREFORE**, the said corporations, parties to this agreement in consideration of the mutual agreements, provisions, covenants, and grants herein contained, by and between their respective Boards of directors have agreed and do hereby agree with each other that TPNJ merges itself into TPFLA and that TPFLA be merged with TPNJ and do hereby agree upon prescribe the terms and conditions of said merger, the carrying the same into effect and the manner of converting the stock of the corporations, parties to this agreement, with stock of obligation of the corporation surviving this merger as follows:

### **ARTICLE ONE**

TPNJ merges itself into TPFLA and TPFLA is merged into TPNJ.

### **ARTICLE TWO**

The terms and conditions of the merger and the manner effecting same are as follows:

The By-Laws of TPFLA shall remain and be the By-Laws of the corporation that shall survive the merger until same shall be altered or amended in the manner permitted by the statutes of the State of Florida.

The Certificate of Incorporation of the surviving corporation of the merger, TPFLA, shall survive the merger and consolidation until same shall be altered or amended in accordance with the statutes of the State of Florida or by this agreement.

The Board of Directors who shall survive this merger and who shall manage the affairs of this merger for the first year after the effective date of this merger or until their successors are elected and shall have qualified shall consist of the following persons:

1. William I. Ross.

The first annual meeting of the stockholders of the surviving corporation to be held after the effective date shall be the annual meeting as provided by the By-Laws of the said corporation.

Any persons who at the date when the agreement of merger shall become effective shall be the executive or administrative officers of TPFLA, shall remain like officers of the corporation which shall survive the merger until the Board of Directors of such corporation shall elect their respective successors.

The corporation which shall survive the merger shall pay all expenses of accomplishing this merger.

When this agreement shall have become effective, all and singular, the rights, privileges, powers and franchises of each of the corporation, parties to this agreement, whether of a public or private nature, and all property, real, personal and mixed, and all debts due to each of said corporations, on whatever account, as well as stock subscription shall be vested in the corporation which shall survive this merger; and all property, rights, privileges, powers and franchises, and all and every title to any real or personal property whether by deed or otherwise, vested in each corporation, parties hereto shall not revert or be in any way impaired by reason thereof, provided however that all rights of creditors and all liens upon any property of each of the corporations, parties hereto, shall be preserved unimpaired, limited in lien to the property affected by such lien immediately prior to time of said merger, and all debts, liabilities, and duties of TPFLA shall thence forth attach to the corporation which shall survive this merger and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred by it or contracted by it.

If at any time the corporation which shall survive the merger shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in such corporation, according to the terms hereof, the title to any property or rights of TPFLA the proper officers and directors of said TPFLA shall and will execute and make such proper assignments and assurances in law and do all things necessary or proper to Vest Title in such property or rights in the corporation which shall survive the merger and otherwise carry out the Purposes of this agreement of merger.

### ARTICLE THREE

The name of the surviving corporation to this merger is Timbil Piping, Inc.

### ARTICLE FOUR

The names and places of residence of the directors and officers and directors of the surviving corporation, who shall hold office until their successors be chosen or appointed according to the By-Laws, are as follows:

**NAME OF DIRECTORS****OFFICE****RESIDENCE**

William J. Ross

President

800 Ocean Drive, Unit 1203  
Juno Beach, FL 33408**ARTICLE FIVE**

The total number of authorized shares of capital stock of the surviving corporation of the merger shall be 2500 shares.

As to each corporation whose shareholders are entitled to vote, the designations and number of shares of each such class is as follows:

**NAME OF CORPORATION****TOTAL SHARES ENTITLED TO VOTE**

Timbil Piping, Inc. (NJ)

100

Timbil Piping, Inc. (FLA)

100

The total number of shares voted for the merger are as follows:

Timbil Piping, Inc. (NJ)

100

Timbil Piping, Inc. (FLA)

100

**ARTICLE SIX**

The manner and basis of converting the shares of the corporation, parties to this agreement, into shares of the corporation which shall survive this merger, are as follows:

The shares of TPNI presently outstanding shall constitute the same shares of the corporation surviving this merger and on the consummation of the merger there shall be issued one shares of TPFLA for each outstanding share of TPNI.

**ARTICLE SEVEN**

The surviving corporation to this merger shall have the right to amend, alter, or repeal any provisions contained in this Agreement of Merger which might be contained in an original Certificate of Incorporation, in the manner now or hereafter prescribed by the statutes of the State of Florida and all rights conferred on stockholders herein are granted subject of this reservation.

**ARTICLE EIGHT**

The location of the principal office of the corporation which shall survive this merger is and shall be 800 Ocean Drive, Unit 1203, Juno Beach, Florida 33408.



JAN. 6. 2004. 5:34PM

CORPORATION SVC CO

NO. 399

P. 9

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**ARTICLE NINE**

The effective date of this merger shall be, upon filing, for all accounting purposes.

IN WITNESS WHEREOF, the Directors of each of said corporations have hereunto set their hands and have caused their respective corporate seals to be hereunto affixed as of the day and year first above mentioned.

**TIMBIL PIPING, INC. (New Jersey)**

By:

William J. Ross  
WILLIAM J. ROSS, Director

**TIMBIL PIPING, INC. (Florida)**

By:

William J. Ross  
WILLIAM J. ROSS, Director

TOTAL P.09

H04000002372 3