

8/15/2013 17:38:00 From: To: 8506176380

Division of Corporations

Page 1 of 1

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MERGER OR SHARE EXCHANGE
CHOICE ENVIRONMENTAL SERVICES, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Choice Environmental Services, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Thomas J. Fowler

Contact Person

IESI Corporation

Firm/Company

2301 Eagle Parkway, Suite 200

Address

Fort Worth, Texas 76177

City/State and Zip Code

tfowler@iesi.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dusty Coates

Name of Contact Person

At

(817) 632-4262

Area Code & Daytime Telephone Number

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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

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SECRETARY OF STATE
TALLAHASSEE FL 32310

ARTICLES OF MERGER

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, jurisdiction and document number of the surviving corporation (the "Surviving Corporation") are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
<u>Choice Environmental Services, Inc.</u>	<u>Florida</u>	<u>P04000025188</u>

Second: The name, jurisdiction and document number of each merging corporation (collectively, the "Merging Corporations") are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
1. Choice Environmental Services of Broward, Inc.	Florida	P98000070460
2. Choice Environmental Services of Central Florida, Inc.	Florida	P11000049655
3. Choice Environmental Services of Collier, Inc.	Florida	P07000049655
4. Choice Environmental Services of Dade County, Inc.	Florida	P05000075029
5. Choice Environmental Services of Georgia, Inc.	Florida	P11000051324
6. Choice Environmental Services of Highlands County, Inc.	Florida	P10000057056
7. Choice Environmental Services of Lee County, Inc.	Florida	P10000020112
8. Choice Environmental Services of Miami, Inc.	Florida	P04000025199
9. Choice Environmental Services of St. Lucie, Inc.	Florida	P04000025194
10. Choice Recycling Services of Broward, Inc.	Florida	P07000123741
11. Choice Recycling Services of Miami, Inc.	Florida	P06000151449

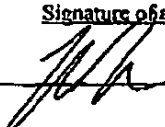
Third: The Merging Corporations are hereby merged with and into the Surviving Corporation and the separate existence of each of the Merging Corporations shall cease and the Surviving Corporation shall be the surviving corporation in the merger. A copy of the plan of merger is attached hereto (the "Plan of Merger") and made a part hereof by reference as if fully set forth herein.

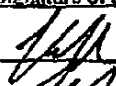
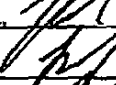
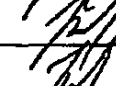
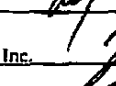


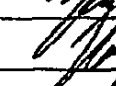




Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

Fifth: The Plan of Merger was adopted and approved by the written consent of the board of directors of the Surviving Corporation on August 15, 2013 and pursuant to section 607.1104, Florida Statutes, shareholder approval was not required.

Sixth: The Plan of Merger was adopted and approved by the written consent of the by the board of directors of the Merging Corporations on August 15, 2013 and pursuant to section 607.1104, Florida Statutes, shareholder approval was not required.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 15th day of August, 2013.

<u>Name of Surviving Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Type or Printed Name of Individual & Title</u>
<u>Choice Environmental Services, Inc.</u>		<u>Thomas J. Fowler, VP, Secretary & General Counsel</u>

<u>Name of Merging Corporations</u>	<u>Signature of an Officer or Director</u>	<u>Type or Printed Name of Individual & Title</u>
<u>Choice Environmental Services of Broward, Inc.</u>		<u>Thomas J. Fowler, VP, Secretary & General Counsel</u>
<u>Choice Environmental Services of Central Florida, Inc.</u>		<u>Thomas J. Fowler, VP, Secretary & General Counsel</u>
<u>Choice Environmental Services of Collier, Inc.</u>		<u>Thomas J. Fowler, VP, Secretary & General Counsel</u>
<u>Choice Environmental Services of Dade County, Inc.</u>		<u>Thomas J. Fowler, VP, Secretary & General Counsel</u>
<u>Choice Environmental Services of Georgia, Inc.</u>		<u>Thomas J. Fowler, VP, Secretary & General Counsel</u>
<u>Choice Environmental Services of Highlands County, Inc.</u>		<u>Thomas J. Fowler, VP, Secretary & General Counsel</u>
<u>Choice Environmental Services of Lee County, Inc.</u>		<u>Thomas J. Fowler, VP, Secretary & General Counsel</u>
<u>Choice Environmental Services of Miami, Inc.</u>		<u>Thomas J. Fowler, VP, Secretary & General Counsel</u>
<u>Choice Environmental Services of St. Lucie, Inc.</u>		<u>Thomas J. Fowler, VP, Secretary & General Counsel</u>
<u>Choice Recycling Services of Broward, Inc.</u>		<u>Thomas J. Fowler, VP, Secretary & General Counsel</u>
<u>Choice Recycling Services of Miami, Inc.</u>		<u>Thomas J. Fowler, VP, Secretary & General Counsel</u>

PLAN OF MERGER

THIS PLAN OF MERGER ("**Plan of Merger**") dated this 15th day of August 2013, has been adopted and approved by and between Choice Environmental Services, Inc., a Florida corporation ("**Choice**" or the "**Surviving Corporation**"), and (i) Choice Environmental Services of Broward, Inc., a Florida corporation, (ii) Choice Environmental Services of Central Florida, Inc., a Florida corporation, (iii) Choice Environmental Services of Collier, Inc., a Florida corporation, (iv) Choice Environmental Services Dade County, Inc., a Florida corporation, (v) Choice Environmental Services of Georgia, Inc., a Florida corporation, (vi) Choice Environmental Services of Highlands County, Inc., a Florida corporation, (vii) Choice Environmental Services of Lee County, Inc., a Florida corporation, (viii) Choice Environmental Services of Miami, Inc., a Florida corporation, (ix) Choice Environmental Services of St. Lucie, Inc., a Florida corporation, (x) Choice Recycling Services of Broward, Inc., a Florida corporation, and (xi) Choice Recycling Services of Miami, Inc., a Florida corporation (collectively, (i) through (xi), the "**Merging Corporations**", and each, a "**Merged Corporation**").

RECITALS

WHEREAS, the Merging Corporations are corporations duly organized and existing under and by virtue of the laws of the State of Florida and are wholly-owned subsidiaries of Choice;

WHEREAS, Choice and the Merging Corporations have determined that the Merging Corporations should be merged into Choice, pursuant to section 607.1104 of the Florida Statutes, with Choice continuing as the surviving corporation of the merger;

WHEREAS, this Plan of Merger has been adopted and approved by the written consent of the board of directors of the Surviving Corporation;

WHEREAS, this Plan of Merger has been adopted and approved by the written consent of the board of directors of the Merging Corporations;

WITNESSETH

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the following terms and conditions of the said merger and mode of carrying the same into effect as follows:

First: The name and jurisdiction of the Surviving Corporation owning all of the outstanding shares of each class of the Merging Corporations:

Name

Choice Environmental Services, Inc.

Jurisdiction

Florida

Second: The name and jurisdiction of each Merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
1. Choice Environmental Services of Broward, Inc.	Florida
2. Choice Environmental Services of Central Florida, Inc.	Florida
3. Choice Environmental Services of Collier, Inc.	Florida
4. Choice Environmental Services of Dade County, Inc.	Florida
5. Choice Environmental Services of Georgia, Inc.	Florida
6. Choice Environmental Services of Highlands County, Inc.	Florida
7. Choice Environmental Services of Lee County, Inc.	Florida
8. Choice Environmental Services of Miami, Inc.	Florida
9. Choice Environmental Services of St. Lucie, Inc.	Florida
10. Choice Recycling Services of Broward, Inc.	Florida
11. Choice Recycling Services of Miami, Inc.	Florida

Third: At the Effective Date (as defined in the attached Articles of Merger) and subject to the terms and conditions of this Plan of Merger and in accordance with section 607.1104 of the Florida Statutes, the Merging Corporations shall be merged with and into Choice, and each of the separate Merging Corporations shall cease (except insofar as each may be continued by statute or in order to carry out the purposes of this Plan of Merger) and Choice shall continue as the Surviving Corporation.

Fourth: At the Effective Date all of the property, rights, privileges, powers and franchises of the Merging Corporations shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Merging Corporations shall become the debts, liabilities and duties of the Surviving Corporation.

Fifth: The Articles of Incorporation of Choice in effect on the Effective Date shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until thereafter amended.

Sixth: The By-Laws of Choice, as in effect on the Effective Date, shall continue in full force and effect as the By-Laws of the Surviving Corporation until thereafter altered, amended or repealed.

Seventh: The directors and officers of Choice on the Effective Date shall continue in office as directors and officers of the Surviving Corporation immediately after the Effective Date.

Eighth: The manner and basis of converting the interests, shares, obligations or other securities of each Merged Corporation into the interests, shares, obligations or other securities of the Surviving Corporation, in whole or in part, into cash or other property are as follows:

1. Each share of capital stock of the Surviving Corporation that is issued and outstanding at the Effective Date of the merger shall remain issued and outstanding.
2. All of the issued and outstanding shares of capital stock of each Merged Corporation shall be canceled as of the Effective Date of the merger without compensation.

Ninth: Pursuant to section 607.1104, Florida Statutes, this Plan of Merger was adopted and approved by the written consent of the board of directors of the Merging Corporations and the Surviving Corporation on August 15, 2013 and shareholder approval was not required.