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M. KRISTA BARTH*
*ADMITTED TO FL, MD & D.C.
BARS. CERTIFIED FAMILY &
COUNTY COURT MEDIATOR

April 20, 2004

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Calder Construction, Inc.
File No.: Calder

Dear Sir/Madam:

Please find enclosed original Articles of Merger of between Calder Construction, LLC. and Calder Construction, Inc. Please file the Articles of Merger as soon as possible. Enclosed is a check in the amount of \$60 for filing fees. Upon filing, please send me a date stamped copy of the filed Articles via mail to my office.

If you have any questions or comments, please do not hesitate to call me at 561-776-0330.

Sincerely,



Eric M. Sauerberg, P.A.
EMS/mp
Enclosures

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Calder Construction, LLC</u> <u>5055 SW 91st Avenue</u> <u>Miami, FL 33165</u>	<u>Florida</u>	<u>Limited Liability Compa</u>
Florida Document/Registration Number: <u>L04000004445</u>		FEI Number: <u>650797174</u>
2. <u>Calder Construction, Inc.</u> <u>5055 SW 91st Avenue</u> <u>Miami, FL 33165</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>P04000040011</u>		FEI Number: <u>650797174</u>
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

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(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Calder Construction, Inc.	Florida	Corporation
5055 SW 91st Avenue		
Miami, FL 33165		

Florida Document/Registration Number: P04000040011

FEI Number: 650797174

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

04 APR 2011 PM 2:47
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DIVISION OF CORPORATIONS

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

[illegible]

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Calder Construction, LLC	Florida
Calder Construction, Inc,	Florida

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Calder Construction, Inc.	Florida

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04 APR 21 PM 2:47

THIRD: The terms and conditions of the merger are as follows:

Calder Construction, LLC is owned solely by Bruce E. Calder. Calder Construction, Inc. is owned solely by Bruce E. Calder. Ownership of the surviving entity will remain the same. The merging entities are effectuating this merger in order to operate the construction company through Calder Construction, Inc. as opposed to Calder Construction, LLC.

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

One (1) unit of ownership interest in Calder Construction, LLC is being converted to one (1) share of stock in Calder Construction, Inc.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

All rights to acquire interests of the merged parties are subject to the consent of the sole owner. The rights to acquire interests for both merged parties were the same prior to the merger and remain unchanged after the merger.

(Attach additional sheet(s) if necessary)

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04 APR 21 PM 2:47

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

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(Attach additional sheet(s) if necessary)