

PD 400 0059772

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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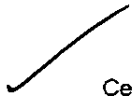
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MAIL

(Business Entity Name)

(Document Number)

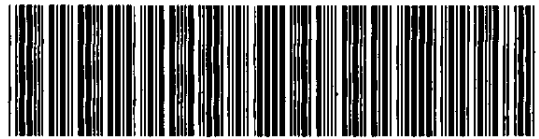
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

NOV 12 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: VAR Electric, 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:

Brian Horan
Contact Person

VAR Electric, Inc.
Firm/Company

P.O. Box 61784
Address

Fort Myers, Florida 33906
City/State and Zip Code

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

For further information concerning this matter, please call:

Brian Horan At (239) 931-7570
Name of Contact Person 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

FILED
12-21-09

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF MERGER (Profit Corporations)

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)
VAR Electric, Inc.	Florida	P04000059772

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Horan Contracting, Inc.	New Jersey	ID# 2220-5028-40

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.

OR 12 / 31 / 09 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 11/02/2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 11/02/2009 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 11/02/2009.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 11/02/2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

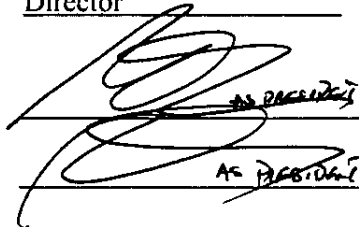
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

VAR Electric, Inc.

Handwritten signature of Brian Horan in black ink. The signature is stylized and cursive. Below the signature, the words "AS PRESIDENT" are handwritten in a smaller, less legible script.

Brian Horan, President

Horan Contracting, Inc.

AS PRESIDENT

Brian Horan, President

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 at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Horan Contracting, Inc.</u>	<u>New Jersey</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>VAR Electric, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
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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:

Upon the effective date of the merger, each share of Horan Contracting Inc. Common Stock, no par value, outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be changed and converted into and exchanged for one fully paid share of Common Stock, no par value, respectively, of the Surviving Corporation.

(Attach additional sheets if necessary)

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:

After the effective date of the Merger, each holder of an outstanding certificate representing shares of Horan Contracting, Inc. Common Stock may surrender the same for cancellation to the transfer agent and registrar for the Common Stock of the Surviving Corporation, and each such holder is entitled to a certificate or certificates representing the number of shares of the appropriate class and series of the Surviving Corporation's capital stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Horan Contracting, Inc. capital stock shall be deemed for all purposes to represent the number of whole shares of the appropriate class and series of the Surviving Corporation's capital stock into which such shares of Horan Contracting, Inc. capital stock were converted in 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:

Upon the effectiveness of the Merger, the Certificate of Incorporation of VAR Electric, Inc. as in effect immediately prior to the effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

The Bylaws of VAR Electric, Inc. as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation.

The directors and officers of VAR Electric, Inc. immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation.

Upon compliance with filing and recording requirements the applicable provisions of the laws of the jurisdiction of the State of Florida under which VAR Electric, Inc. was organized will have been met.