

P05000025287

Florida Department of State
Division of Corporations
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L. SELLERS

OCT 21 2010

From: Account Name : AKERMAN BENTERPITT - TAMPA
Account Number : I20000000249
Phone : (813)223-7333
Fax Number : (813)223-2837

EXAMINER

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
Decks and Docks Lumber Company, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$68.75

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TALLAHASSEE, FLORIDA

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MEMORY TRANSMISSION REPORT

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FILE NUMBER : 312
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 TO : 918508176980
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*** SUCCESSFUL TX NOTICE ***

Division of Corporations

Page 1 of 1

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MERGER OR SHARE EXCHANGE
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10/19/2010

OCT-20-10 01:35PM FROM-

860-617-8381

10/20/2010 11:22:54 AM PAGE 1/001 Fax Server

T-525 P.001/008 F-316



October 20, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

DECKS AND DOCKS LUMBER COMPANY, INC.

1291 COURT STREET

CLEARWATER, FL 33756

SUBJECT: DECKS AND DOCKS LUMBER COMPANY, INC.

REF: PD5000025287

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile 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 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

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OCT-20-2010 11:17

850 617 8381

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P.001

**ARTICLES OF MERGER
OF
DECKS AND DOCKS MARINE LUMBER SUPPLY, LLC
WITH AND INTO
DECKS AND DOCKS LUMBER COMPANY, INC.**

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act (the "Corporation Act") and the Florida Limited Liability Company Act (the "LLC Act") pursuant to Section 607.1109 and 608.4382 of the Florida Statutes.

FIRST: The name and jurisdiction of surviving entity ("Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Decks and Docks Lumber Company, Inc.	Florida	P05000025287

SECOND: The name and jurisdiction of merged entity ("Merged Company") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Decks and Docks Marine Lumber Supply, LLC	Florida	L06000079723

THIRD: The Plan of Merger, attached as Exhibit "A", meets the requirements of Section 607.1108 and 608.438, Florida Statutes and was approved by each Florida corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes and by each Florida limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The Plan of Merger was unanimously approved by written consent of the Managers and Members of the Merged Company on September 30, 2010.

FIFTH: The Plan of Merger was unanimously adopted by written consent of the Board of Directors and the Shareholders of the Surviving Company in accordance with 607.1105(1)(d) of the Corporation Act effective on September 30, 2010.

SIXTH: The merger shall become effective on October 19, 2010 ("Effective Date").

(TP629667;1)

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IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger this 28th day of Sept, 2010, but effective as of October 19, 2010, .

MERGED COMPANY:

**DECKS AND DOCKS MARINE
LUMBER SUPPLY, LLC**, a Florida
limited liability company

By: Gerald Roberts
Name: Gerald Roberts
Title: Manager

SURVIVING CORPORATION:

**DECKS AND DOCKS LUMBER
COMPANY, INC.**, a Florida corporation

By: Gerald Roberts
Name: Gerald Roberts
Title: President

OCT-20-10 01:35PM FROM-

T-526 P.006/008 F-318
(((H10000228797 3)))

Exhibit "A"

AGREEMENT AND PLAN OF MERGER

See attached.

{TP620667;1}

(((H10000228797 3)))

OCT-20-10 01:35PM FROM-

T-526 P.007/009 F-316
(((F10000228797 3)))

AGREEMENT AND PLAN OF MERGER

By and Between

**DECKS AND DOCKS MARINE LUMBER SUPPLY, LLC, a Florida limited liability
company,**

with and into

DECKS AND DOCKS LUMBER COMPANY, INC., a Florida corporation

Effective as of October 19, 2010

{TP628341.2}

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AGREEMENT AND PLAN OF MERGER

The following agreement and plan of merger ("Plan of Merger") was adopted and approved by each party to the merger in accordance with Sections 607.1108 and 608.438 Florida Statutes, and other applicable law.

1. **Merging Company:** The name, address, document number, jurisdiction of organization and governing law of the Merging Company are:

Name and Address of Merged Company	Jurisdiction and Governing Law Document Number
Decks and Docks Marine Lumber Supply, LLC 1281 Court Street Clearwater, FL 33756	Florida Document No: L06000079723

2. **Surviving Corporation:** The name, address, document number, jurisdiction of organization and governing law of the Surviving Corporation are:

Name and Address of Surviving Corporation	Jurisdiction and Governing Law Document Number
Decks and Docks Lumber Company, Inc. 1281 Court Street Clearwater, FL 33756	Florida Document No: P05000025287

3. **Plan Adopted:** The terms and conditions of the Plan of Merger are set forth below. This Plan of Merger, which was approved by all of the members and managers of the Merging Company and all of the shareholders and directors of the Surviving Corporation pursuant to joint written actions, is adopted as follows:

(a) The Merging Company shall be merged with and into the Surviving Corporation to exist and be governed by the laws of the State of Florida.

(b) The name of the Surviving Corporation shall be: **DECKS AND DOCKS LUMBER COMPANY, INC.**

(c) Each 1% outstanding membership interest of the Merging Company shall be converted into shares of stock equal to 0.25% of the total authorized, issued and outstanding shares of stock of the Surviving Corporation. Thus, if a conversion of a member's 10.71% membership interest in the Merging Company is sought, and if each 1% membership interest represents 0.25% of the total authorized, issued and outstanding shares of stock of the Surviving Corporation, then after the Effective Date, the Member's 10.71% membership interest in the Merging Company shall be converted into the number shares of stock in Surviving Corporation equal to 3.57% of the total shares of stock in the Surviving Corporation.

(d) The shares of stock of the Surviving Corporation outstanding prior to the Merger shall be cancelled and reissued following the merger to the new and existing shareholders of the Surviving Corporation.

(e) When this plan of merger shall become effective, the separate existence of the Merging Company shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Company and shall be subject to all the debts and liabilities of the Merging Company in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(f) The Surviving Corporation will carry on business with the assets of the Merging Company.

(g) The Articles of Incorporation of the Surviving Corporation, as existing on the Effective Date, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in the Articles or as provided by law.

4. Directors. The individuals who are serving as directors of the Surviving Corporation on the Effective Date shall remain and continue to serve as directors of the Surviving Corporation; and such directors shall hold office until their respective successors are elected or appointed in the manner provided in the Bylaws of the Surviving Corporation.

5. Effective Date: The merger shall become effective on October 19, 2010.

MERGED COMPANY:

**DECKS AND DOCKS MARINE
LUMBER SUPPLY, LLC**, a Florida
limited liability company

By: Gerald Roberts
Name: Gerald Roberts
Title: Manager

SURVIVING CORPORATION:

**DECKS AND DOCKS LUMBER
COMPANY, INC.**, a Florida corporation

By: Gerald Roberts
Name: Gerald Roberts
Title: President