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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

JUN 07 2005

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** R. G. McKelvey Building Co.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Debbie Spaethe

(Name of person)

c/o Greensfelder, Hemker & Gale, P.C.

(Name of firm/company)

10 S. Broadway, Suite 2000

(Address)

St. Louis, MO 63102

(City/state and zip code)

For further information concerning this matter, please call:

Debbie Spaethe

(Name of person)

at ( 314 ) 241-9090

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

*+ \$8.75 for Certificate of Fact relating  
the filing of the merger.*

**(Profit Corporations)**

**First:** The name and jurisdiction of the surviving corporation:

(If known/ applicable)

P0500007105

(If known/ applicable)

00082671

*(Attach additional sheets if necessary)*

Name of Corporation

Typed or Printed Name of Individual & Title

Co. *[Signature]*  
H&S

Robert G. McKelvey, President

Co. *Mr. Williams*

Robert G. McKelvey, President

**PLAN OF MERGER**  
**(Non Subsidiaries)**

**BETWEEN**

**R. G. McKELVEY BUILDING CO.**  
**(A Florida Corporation)**

**AND**

**R. G. McKELVEY BUILDING CO.**  
**(A Missouri Corporation)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

1.) The name of the corporations that are a party to the merger are:

(a) R. G. McKelvey Building Co., a Missouri corporation ("RGM-Missouri"), the  
mergering corporation

(b) R. G. McKelvey Building Co., a Florida corporation ("RGM-Florida"), the  
surviving corporation

2.) RGM-Florida, a Florida corporation, shall be the surviving entity into which RGM-Missouri shall merge.

3.) The terms and conditions of the merger, including the manner and basis of converting the shares of the constituent corporations are as follows:

Each share of Common Stock of RGM-Missouri which shall be issued and outstanding on the effective date of the merger and all rights in respect thereof shall forthwith be cancelled and none of these shares shall be converted into shares of RGM-Florida, the surviving corporation, and all rights with respect to the cancelled shares shall thereupon cease.

4.) Upon the merger becoming effective as provided in the applicable laws of the States of Missouri and Florida, the two entities shall be a single corporation which shall be RGM-Florida as the surviving corporation, and the separate existence of RGM-Missouri shall cease except to the extent provided by the laws of the State of Missouri in the case of a corporation after its merger into a foreign corporation.

5.) The street address of RGM-Florida, the surviving corporation's principal place of business, shall be 4234 Gulf of Mexico Drive, Unit M-1, Long Boat Key, Florida 34228.

6.) The Articles of Incorporation of RGM-Florida, which is the surviving corporation, shall be the Articles of Incorporation of the surviving corporation

7.) All of the contracts, property, rights, privileges, leases and patents of RGM-Missouri are to be transferred to and become the property of RGM-Florida, the survivor. The officers, Board of Directors and Shareholders of the above-named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

8.) That by Unanimous Consent, the Shareholders and Directors of RGM-Florida and RGM-Missouri approved the Plan of Merger.

9.) The Plan of Merger, Articles of Merger and Summary Articles of Merger shall be effective on the date of filing with the Secretary of State of the States of Missouri and Florida.

10.) The surviving corporation shall furnish a copy of the Plan of Merger on request and without cost, to any shareholder to any of the constituent corporations or any person holding an interest in the corporations that are parties to the merger.