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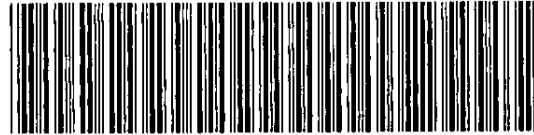
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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AUG 24 2010

EXAMINER

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10 AUG 23 PM 4:30
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SouthernSun
Holdings, Inc.

INTO

SouthernSun Holdings, Inc.

- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☒ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____

Signature

Requested by:

Name

Date

Time

BAN Aug 23 PM

**ARTICLES OF MERGER
OF
SOUTHERNSUN HOLDINGS, INC.,
A FLORIDA CORPORATION,
INTO
SOUTHERNSUN HOLDINGS, INC.,
A DELAWARE CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 AUG 23 PM 4:30

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, SouthernSun Holdings, Inc., a Florida corporation ("SSHI Florida" or the "Merging Corporation"), and SouthernSun Holdings, Inc., a Delaware corporation ("SSHI Delaware" or the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging SSHI Florida into SSHI (the "Merger"):

FIRST: Agreement and Plan of Merger:

1. The name of the merging corporation is SouthernSun Holdings, Inc., a Florida corporation, and the name of the surviving corporation is SouthernSun Holdings, Inc., a Delaware corporation.
2. On the date hereof, (i) there are 1,000 shares of common stock, \$.01 par value (the "SSHI Florida Common Stock"), of SSHI Florida outstanding; and (ii) there is no capital stock outstanding in SSHI Delaware. Upon the effectiveness of the Merger, each outstanding share of SSHI Florida Common Stock shall be converted into one share of common stock, par value \$.01 per share, of SSHI Delaware (the "SSHI Delaware Common Stock"). This Agreement shall be conditioned on the approval of (i) the Board of Directors of SSHI Florida, (ii) the holders of a majority of the outstanding shares of SSHI Florida Common Stock and (iii) the Board of Directors of SSHI Delaware. The certificate of incorporation of SSHI Delaware shall be the certificate of incorporation of the surviving corporation.
3. The Merger shall be effected by the filing of articles of merger with the Florida Department of State and the filing of a certificate of merger with the Delaware Secretary of State. Upon the effectiveness of the Merger, each outstanding share of SSHI Florida Common Stock, as shown on the books and records of SSHI Florida, shall, by virtue of the Merger, and without any action on the part of the holder thereof, be converted into one share of SSHI Delaware Common Stock.

SECOND: The Agreement and Plan of Merger was adopted by the Board of Directors of SSHI Florida on August 23, 2010 and approved and adopted by the shareholders of SSHI Florida on August 23, 2010 in accordance with Section 607.1103 of the Florida Business Corporation Act.

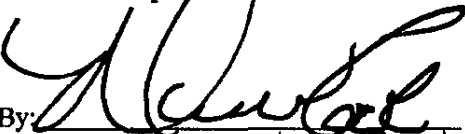
THIRD: The Agreement and Plan of Merger was approved by the Board of Directors of SSHI Delaware on August 23, 2010 in accordance with the applicable laws of the State of Delaware. Shareholder approval of SSHI Delaware was not required.

FOURTH: SSHI Delaware is the surviving corporation.

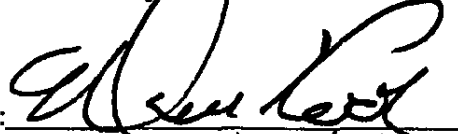
1. The address of SSHI Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, 19801.
2. SSHI Delaware is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of SSHI Florida.
3. SSHI Delaware has agreed to promptly pay to the dissenting members of SSHI Florida, if any, the amount, if any, to which such dissenting members are entitled under Section 607.1302 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, SSHI Florida and SSHI Delaware have caused these Articles of Merger to be executed in their respective names and on their behalf by their respective authorized officers on August 23, 2010.

SOUTHERNSUN HOLDINGS, INC.,
a Florida corporation

By: 
Name: Michael W. Cook
Title: President

SOUTHERNSUN HOLDINGS, INC.,
a Delaware corporation

By: 
Name: Michael W. Cook
Title: President