

P05000122145

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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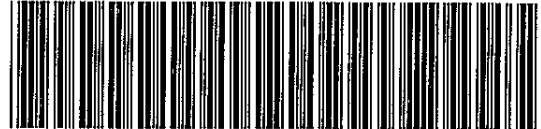
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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12/09/05--01016-- 020 \*\*78,75

Eff. 12/31/05

FILED  
05 DEC -9 AM 11:54  
SECRETARY OF STATE  
HARTFORD, CT 06103

12-9-05  
eff

12-31-05

Mergers

\*Cert Copy

**Brandwein & Brandwein**

Attorneys at Law

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One North LaSalle Street, Suite 1450 • Chicago, Illinois 60602  
312-368-9900 Telephone • 312-368-9919 Facsimile

December 5, 2005

VIA UPS

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Fl. 32301

*Re: K & G Industries of South Florida, Inc. Articles of Merger*

Gentlemen:

Enclosed in duplicate are the Articles of Merger for the above corporation, along with a check made payable to the Department of State in the amount of \$78.75. We are requesting a Certified Copy as well. If you have any questions, please call.

Sincerely,



Michael W. Brandwein

MWB/Enclosure

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** K & G Industries of South Florida, Inc.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael W. Brandwein

(Name of person)

Brandwein & Brandwein

(Name of firm/company)

1 N. LaSalle St., #1450

(Address)

Chicago, IL 60602

(City/state and zip code)

For further information concerning this matter, please call:

Michael Brandwein

(Name of person)

at ( 312 ) 368-9900

(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

**ARTICLES OF MERGER**  
(Profit Corporations)

eff  
12-31-05

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
K & G Industries of South Florida, Inc.	Florida	P05000122145

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
K & G Industries, Inc.	Illinois	D3192-55

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CLERK OF STATE  
TALLAHASSEE FLORIDA

**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 / 2005 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

K & G Industries, Inc.

Lawrence A. Klong, President

K & G Industries of  
Florida, Inc.

Lawrence A. Klong, President

**AGREEMENT OF MERGER**  
**AND PLAN OF MERGER AND REORGANIZATION**

This Agreement of Merger and Plan of Merger and Reorganization dated as of this 22<sup>nd</sup> day of September, 2005, by and among K & G INDUSTRIES, INC., an Illinois corporation, and K & G INDUSTRIES OF SOUTH FLORIDA, INC., a Florida corporation, together hereinafter referred to herein as the "Constituent Corporations".

WHEREAS, the Board of Directors of the Constituent Corporations have resolved that K & G Industries, Inc., and K & G Industries of South Florida, Inc. be merged under and pursuant to the Florida Corporation Law and the Illinois Business Corporation Act, into K & G Industries of South Florida, Inc., which shall be the surviving corporation (such corporation in its capacity as surviving corporation being sometimes referred to herein as the "Surviving Corporation"), in a transaction qualifying as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986 as amended;

WHEREAS, the authorized capital stock of K & G Industries, Inc., consists of 10,000 shares of Common Stock having no par value as follows: 8,000 shares of Class A Voting Common Stock, and 2,000 shares of Class B Non-Voting Stock having no par value (hereinafter called "K & G Industries, Inc. Common Stock"), all of which all such shares are issued and outstanding, and are owned as hereinafter set forth;

WHEREAS, the authorized Voting capital stock of K & G Industries of South Florida, Inc. consists of 100,000 shares of Class A Voting Common Stock and 400,000 shares of Class B Non-Voting Common Stock having no par value, (hereinafter called "K & G Industries of South Florida, Inc. Common Stock"), of which 10,000 shares are issued and outstanding, and are owned as hereinafter set forth;

WHEREAS, the outstanding K & G Industries, Inc. Common Stock is owned as follows:

LAWRENCE KLONIG: 4,000 shares of Class A Common Stock and 1,000 shares of Class B Common Stock

DAVID GERSTEIN: 4,000 shares of Class A Common Stock and 1,000 shares of Class B Common Stock;

WHEREAS, the outstanding K & G Industries of South Florida, Inc. Common Stock is owned as follows:

LAWRENCE KLONIG: 4,000 shares of Class A Common Stock and 1,000 shares of Class B Common Stock

DAVID GERSTEIN: 4,000 shares of Class A Common Stock and 1,000 shares of Class B Common Stock;

WHEREAS, with respect to Class A Common Stock and Class B Common Stock of each Constituent Corporation, the only difference between the two classes is that Class B shares are not entitled to vote; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto agree in accordance with the Florida Corporation Law, and the Illinois Business Corporation Act, that K & G Industries, Inc. shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called the "Merger") into K & G Industries of South Florida, Inc., which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

## ARTICLE I

### Shareholders' Meetings; Filings; Effects of Merger

- 1.1 K & G Industries, Inc. Shareholders Meeting K & G Industries, Inc. shall call a meeting of its shareholders to be held in accordance with the Illinois Business Corporation Act at the earliest practical date, upon due notice thereof to its shareholders, to consider and vote upon, among other matters, the adoption of this Agreement. In lieu of the foregoing, K & G Industries, Inc. may secure consent of all shareholders to the adoption of this Agreement.
- 1.2 K & G Industries of South Florida, Inc. Shareholders Meeting K & G Industries of South Florida, Inc. shall call a meeting of its shareholders to be held in accordance with the Florida Corporation Law at the earliest practical date, upon due notice thereof to its shareholders, to consider and vote upon, among other matters, the adoption of this Agreement. In lieu of the foregoing, K & G Industries of South Florida, Inc. may secure consent of all shareholders to the adoption of this Agreement.
- 1.3 Filing of Certificate of Merger; Effective Date If (a) this Agreement is adopted by the shareholders of K & G Industries, Inc. and in accordance with the Illinois Business Corporation Act, (b) this Agreement is adopted by the shareholders of K & G Industries of South Florida, Inc. in accordance with the Florida Corporation Law, and (c) this Agreement is not thereafter, and has not heretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the Florida Corporation Law, and Articles of Merger shall be filed in accordance with the Illinois Business Corporation Act. The Merger shall become effective at 9:00 a.m., December 31, 2005, which date and time is herein referred to as the "Effective Date".
- 1.4 Certain Effects of Merger On the Effective Date, the separate existence of K & G Industries, Inc. shall cease, (except to the extent continued by statute), and all of their property rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the Surviving Corporation, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by K & G Industries of South Florida, Inc. to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of K & G Industries, Inc. by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

The officers and directors of K & G Industries of South Florida, Inc. serving on the Effective Date shall continue to serve in such capacity until the next annual meeting of shareholders and of directors, as the case may be, or until their successors shall have been duly elected and qualified.

## ARTICLE II

### **Name of Surviving Corporation; Certificate of Incorporation; By-Laws**

- 2.1 **Name of Surviving Corporation** The name of the Surviving Corporation, from and after the Effective Date, shall be K & G Industries of South Florida, Inc.
- 2.2 **Certificate of Incorporation** The Certificate of Incorporation of K & G Industries of South Florida, Inc., as in effect on the date hereof, shall from and after the Effective Date be and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article One shall be amended in accordance with Section 2.1 hereof.
- 2.3 **By Laws** The By-Laws of K & G Industries of South Florida, Inc. as in effect immediately before the Effective Date, shall from and after the Effective Date, be and continue to be the by-laws of the Surviving Corporation until amended as provided therein.

## ARTICLE III

### **Status and Conversion of Securities**

The manner and basis of converting the shares of the capital stock of the Constituent Corporations and the nature and amount of securities of K & G Industries of South Florida, Inc. which the holders of shares of K & G Industries, Inc. Common Stock are to receive in exchange for such shares are as follows:

- 3.1 **K & G Industries, Inc. Common Stock** Each one share of Class A Common Stock of K & G Industries, Inc. which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid Class A share of K & G Industries of South Florida, Inc. Common Stock. Each one share of Class B Common Stock of K & G Industries, Inc. which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid Class B share of K & G Industries of South Florida, Inc. Common Stock.
- 3.2 **K & G Industries of South Florida, Inc. Common Stock** None of the shares of K & G Industries of South Florida, Inc. Common Stock which shall be issued and outstanding immediately before the Effective Date shall by virtue of the Merger be converted, but all of such shares shall remain issued and outstanding shares of K & G Industries of South Florida, Inc. Common Stock.
- 3.3 **Surrender of Certificates** After the Effective Date, certificates evidencing outstanding shares of K & G Industries, Inc. Common Stock shall evidence the right of the holder thereof to receive certificates for shares of K & G Industries of South Florida, Inc. Common Stock at the applicable rate as aforesaid. Each holder of K & G Industries, Inc. Class A Common Stock and or Class B Common Stock, upon surrender of such certificates to the Secretary of K & G Industries of South Florida, Inc. who shall act as the transfer agent for such shares to effect the exchange of certificates, shall be entitled upon such surrender to receive in exchange therefore a certificate or certificates representing the number of whole shares of K & G Industries of South Florida, Inc. Class A Common Stock and or Class B Common Stock into which the shares of K & G Industries, Inc. Common Stock theretofore represented by the certificate or certificates so surrendered shall have been converted.



Stock shall be deemed for all corporate purposes including <sup>Smith</sup> voting and dividend rights, to evidence the ownership of the shares of K & G Industries of Florida, Inc. Class A Common Stock into which such shares have been so converted, and each outstanding certificate for shares of K & G Industries, Inc. Class B Common Stock shall be deemed for all corporate purposes including dividend rights but not voting rights, to evidence the ownership of the shares of K & G Industries of Florida, Inc. Class B Common Stock into which such <sup>Smith</sup> shares shall have been so converted. If any certificate for shares of K & G Industries of Florida, Inc. Common Stock is to be issued in a name other than that in which the certificate surrendered in exchange therefore is registered, it shall be a condition of the issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise be in proper form for transfer, and that the person requesting such exchange pay to the transfer agent any transfer or other <sup>Smith</sup> taxes required by reason of the issuance of a certificate for shares of K & G Industries of Florida, Inc. Common Stock in any name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the transfer agent that such tax has been paid or is not payable. At the Effective Date, all shares of K & G Industries, Inc. Common Stock which shall then be held in its treasury, if any, shall cease to exist and all certificates representing such shares shall be cancelled.

#### ARTICLE IV

##### Miscellaneous

- 4.1 Termination This Agreement may be terminated and the proposed Merger abandoned at any time before the Effective Date, and whether before or after approval of this Agreement by the shareholders of the Constituent Corporations, if the Board of Directors of the Constituent Corporations duly adopts a resolution abandoning or terminating this Agreement.
- 4.2 Counterparts For the convenience of the parties hereto and to facilitate the execution of this Agreement, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

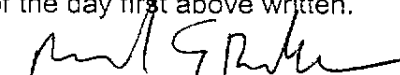
<sup>Smith</sup> This Agreement has been executed by K & G Industries, Inc., and K & G Industries of Florida, Inc. as of the day first above written.

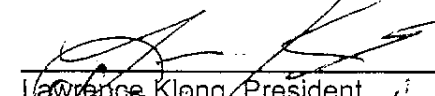
Witness: 


  
Lawrence Klong, President

  
David Gerstein, Secretary

<sup>Smith</sup> This Agreement has been executed by K & G Industries, Inc., and K & G Industries of Florida, Inc. as of the day first above written.

Witness: 

  
Lawrence Klong, President

  
David Gerstein, Secretary