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P05541

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

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CORPORATION(S) NAME

100002387481--0

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\*\*\*\*122.50 \*\*\*\*122.50

Edward J. Woerner & Sons, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

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Effective January 1, 1998

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VS JAN 2 1998

Merger

CR2E031 (1-89)

P05541

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WOERNER TURF, SEBRING, INC., a Florida corporation, P95000021546

INTO

**EDWARD J. WOERNER & SONS, INC.**, an Alabama corporation, P05541

File date: December 31, 1997, effective January 1, 1998

Corporate Specialist: Velma Shepard

STATE OF FLORIDA

SECRETARY OF STATE

ARTICLES OF MERGER FOR  
EDWARD J. WOERNER & SONS, INC.,  
AN ALABAMA CORPORATION  
(THE "SURVIVING CORPORATION")  
AND WOERNER TURF, SEBRING, INC.,  
A FLORIDA CORPORATION  
(THE "MERGING CORPORATION")

FILED  
97 DEC 31 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
EFFECTIVE DATE

Pursuant to §607.1107 of the Florida Statutes, as amended, the undersigned being the Surviving Corporation in a merger hereby submits the following information:

1. The name of the surviving corporation is EDWARD J. WOERNER & SONS, INC., an Alabama corporation.
2. Attached hereto as Exhibit A and made a part hereof is an executed copy of the Plan of Merger.
3. The Plan of Merger was recommended by unanimous written consent of the Board of Directors of the Surviving Corporation on December 30, 1997 and was adopted by unanimous written consent of the shareholders of the Surviving Corporation on December 30, 1997. The Plan of Merger was recommended by unanimous written consent of the Board of Directors of the Merging Corporation on December 30, 1997 and was adopted by unanimous written consent of the shareholders of the Merging Corporation on December 30, 1997.
4. The effective date of this merger shall be January 1, 1998 and the effective time of the merger shall be 12:01 a.m.

Date: December 30, 1997

EDWARD J. WOERNER & SONS, INC.  
(Name of Surviving Corporation)

By: Joseph R. Panzl  
Joseph R. Panzl, Vice-President

## EXHIBIT A

### PLAN OF MERGER

**This Plan of Merger** (the "Plan") is made and entered into as of December 30, 1997, by and among **EDWARD J. WOERNER & SONS, INC.**, an Alabama corporation (the "Surviving Corporation") and **WOERNER TURF, SEBRING, INC.**, a Florida corporation (the "Merging Corporation"), under the following circumstances:

A. The Surviving Corporation is a corporation duly organized and existing under the laws of the state of Alabama and has authorized ten thousand (10,000) common shares with a par value of fifty cent (\$0.50) per share, of which six thousand (6,000) shares are currently issued and outstanding.

B. The Merging Corporation is a corporation duly organized and existing under the laws of the state of Florida and has one hundred seventy (120) common shares currently issued and outstanding.

C. The Board of Directors of each corporation which is a party to this Plan has recommended adopting this Plan by unanimous written consent. The shareholders of each constituent corporation are identical and each shareholder owns an identical percentage interest in each of the constituent corporations. The shareholders of each constituent corporation have approved this Plan by unanimous written consent.

NOW, THEREFORE, in consideration of the promises and agreements herein contained, the parties hereto agree as follows:

1. The Merging Corporation shall be merged into the Surviving Corporation. The name of the Surviving Corporation shall continue to be **EDWARD J. WOERNER & SONS, INC.**, an Alabama corporation.

2. On the effective date of the merger, the Merging Corporation shall be merged into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue in existence, and without the necessity of other transfer or assumption, shall succeed to and possess all of the assets, properties, amenities, powers, franchises, and authority of a public as well as a private nature, and assume and be subject to all of the liabilities, obligations, debts and duties of the Merging Corporation and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted as if the merger has not taken place or the Surviving Corporation may be substituted in its place, all without further act or deed.

3. On the effective date of the merger, all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to the Merging Corporation shall be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in the Merging Corporation shall be vested in the Surviving Corporation without revision or impairment.

Notwithstanding the foregoing, if at any time the Surviving Corporation shall consider or be advised that further assignments, conveyances or assurances are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Merging Corporation as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances, and do all things necessary or proper to carry out the provisions hereof.

4. The merger shall become effective at 12:01 a.m. on January 1, 1998.

5. The Articles of Incorporation of the Surviving Corporation and the By-Laws of the Surviving Corporation shall remain in effect until amended or changed as provided in such Articles or such By-Laws.

6. The terms of the merger, the mode of carrying them into effect and the manner and basis for canceling the shares of the Merging Corporation shall be as follows:

(a) At the effective date of this merger, each of the shares of the Surviving Corporation issued and outstanding immediately prior to the effective date of this merger shall, on and immediately after the effective date of the merger, remain issued and outstanding, with no change in the holder, terms or conditions affected by the merger.

(b) At the effective date of this merger, each common share of the Merging Corporation which is outstanding shall be deemed surrendered by the shareholder owning such share for cancellation.

IN WITNESS WHEREOF, the parties have caused this Plan to be signed in their corporate names as of the date and year first above written.

EDWARD J. WOERNER & SONS, INC.

By: 

Joseph R. Panzl, Vice-President

WOERNER TURF, SEBRING, INC.

By: 

Joseph R. Panzl, Vice-President