## Florida Department of State

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## MERGER OR SHARE EXCHANGE

## KESSELRING RESTORATION CORPORATION

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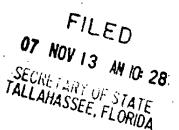
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## ARTICLES OF MERGER

# OF KESSELRING CONSTRUCTION CORPORATION AND TALLAHASSEE, FLORIDA **KESSELRING RESTORATION CORPORATION**



Kesselring Restoration Corporation, a Florida corporation (herein referred to as "Restoration"), hereby delivers to the Florida Department of State for filing the following Articles of Merger for the merger of Kesselring Construction Corporation, a Florida corporation (herein referred to as "Construction"), and Kesselring Aluminium Corporation, a Florida corporation (herein referred to as "Aluminium"), with and into Restoration. Restoration shall be the surviving corporation.

- A true copy of the Plan of Merger is attached hereto as Exhibit A. 1.
- The effective date of the merger is the date these Articles of Merger are filed with the Florida Department of State.
- 3. Action by the shareholder of Restoration on this Plan of Merger is not required because the Articles of Incorporation of Restoration will not differ from its Articles before the merger, and the shareholder of Restoration whose shares were outstanding immediately prior to the Effective Date of the merger, will hold the same number of shares with identical designations, preferences, limitations, and relative rights immediately after the merger.
  - 4. The foregoing Plan of Merger was:
- (a) Approved by the board of directors of Restoration by written consent of all directors effective as October 23, 2007;
- Approved by the board of directors of Construction and recommended to its shareholder by written consent of all of its directors effective as of October 23, 2007;
- Approved by written consent of the shareholder of Construction, who was entitled to vote on such Merger, effective as of October 23, 2007;
- Approved by the board of directors of Aluminium and recommended to its shareholder by written consent of all of its directors effective as of October 23, 2007; and
- Approved by written consent of the shareholder of Aluminium, who was entitled to vote on such Merger, effective as of October 23, 2007.

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IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Date.

KESSELRING CONSTRUCTION CORPORATION,

a Florida corporation

By: When V<sub>1</sub> Douglas P. Badertscher

Its Director

KESSELRING ALUMINIUM CORPORATION,

a Florida corporation

Douglas P. Badertscher

Its Director

**KESSELRING RESTORATION CORPORATION,** 

a Florida corporation

Douglas P. Badertscher

Its Sole Director

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### Exhibit A

### PLAN OF MERGER

- 1. The names of the corporations planning to merge are Kesselring Construction Corporation, a Florida corporation (herein referred to as "Construction"), and Kesselring Aluminium Corporation, a Florida corporation (herein referred to as "Aluminium"), and Kesselring Restoration Corporation, a Florida corporation (herein referred to as "Restoration"). On the Effective Date of the Merger, subject to and upon the terms and conditions of this Plan of Merger (the "Plan"), and in accordance with §§607.1101 et seq. of the Florida Business Corporation Act (the "Act"), Construction and Aluminium will be merged with and into Restoration, and the separate corporate existence of Construction and Aluminium will cease and Restoration will continue as the surviving corporation (the "Merger").
- 2. The Merger will be effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").
- 3. On the Effective Date of the Merger, the effect of such Merger will be as provided in this Plan and the applicable provisions of the Act. Without limiting the generality of the foregoing, at the applicable Effective Date of the Merger, all properties, rights, privileges and powers of Construction and Aluminium will vest in Restoration, as the surviving corporation, and all liabilities and obligations of Construction and Aluminium will become the liabilities and obligations of Restoration, as the surviving corporation.
- 4. The Articles of Incorporation and the Bylaws of Restoration, as the surviving corporation in such Merger, will not differ from its Articles of Incorporation and Bylaws in effect immediately prior to the Effective Date of the Merger.
- 5. Each person who is a director or officer of Restoration immediately prior to the Effective Date of each Merger will continue to be a director or officer of Restoration, the surviving corporation in such Merger, from and after the Effective Date of such Merger and will serve in such capacity until his respective successor is duly elected or appointed, or until his death, resignation or removal.
- 6. On the Effective Date of the Merger, by virtue of such Merger and without any action on the part of any shareholder of Construction and Aluminium, each share of common stock of Construction and Aluminium, issued and outstanding immediately prior to the Effective Date of such Merger, will be canceled without payment of consideration of any kind therfor, and no shareholder of Construction or Aluminium, by virtue of such Merger, shall have the right to acquire shares, obligations or other securities in Restoration.
- 7. Each shareholder of Restoration, whose shares were issued and outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.
- 8. This Plan has been submitted to and approved by the directors and shareholders of Construction and Aluminium.
- 9. This Plan has been submitted to and approved by the directors of Restoration. Action by the shareholders of Restoration on this Plan is not required because the Articles of Incorporation of Restoration will not differ from its Articles before the merger, and each

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shareholder of Restoration, whose shares were outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the Merger.

- 10. The board of directors of each constituent corporation is hereby authorized to amend this Plan at any Date prior to the Effective Date of the Merger, to the extent permitted by law.
  - 11. There are no other terms or conditions to the merger.