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Division of Corporations

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Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE****RESTORATION INDUSTRIES, INC.**

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**ARTICLES OF MERGER**

The following Articles of Merger are submitted to merge the following Florida Profit corporation with another business entity, in accordance with Sections 607.1108 and 607.1109, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RESTORATION INDUSTRIES, LLC.	Michigan	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RESTORATION INDUSTRIES, INC.	Florida (906000120127)	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership this is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** The effective date of the merger shall be the date these Articles are filed with the Florida Department of State.

**SIXTH:** SIGNATURES FOR EACH PARTY

RESTORATION INDUSTRIES, LLC.,  
a Michigan limited liability company

  
THOMAS GEER, Member

RESTORATION INDUSTRIES, INC.,  
a Florida corporation

  
THOMAS GEER, President

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**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RESTORATION INDUSTRIES, LLC.	Michigan	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RESTORATION INDUSTRIES, INC.	Florida	Corporation

**THIRD:** The terms and conditions of the merger are as follows:

See attached Exhibit "A"

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Exhibit "A"

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Exhibit "A"

RESTORATION INDUSTRIES, LLC.,  
a Michigan limited liability company

  
THOMAS GEER, Member

RESTORATION INDUSTRIES, INC.,  
a Florida corporation

  
THOMAS GEER, President

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**EXHIBIT "A"**  
**TO ARTICLES OF MERGER**  
**AND**  
**PLAN OF MERGER**

**TERMS AND CONDITIONS**  
**AND ADOPTION OF MERGER**

RESTORATION INDUSTRIES, LLC., a Michigan limited liability company, duly organized and existing under and by the virtue of the Michigan Limited Liability Company Act, plans to merge into RESTORATION INDUSTRIES, INC., a Florida corporation, pursuant to Florida Business Corporation Act, Section 607.1108. The Terms and Conditions of Merger ("Terms") are as follows:

**DEFINITIONS**

For purposes of these Terms, the following definitions shall apply:

"Surviving entity" means the Florida corporation that results from a merger of a foreign limited liability company under these Terms.

"Surviving corporation" means the Florida corporation that results from a merger of a foreign limited liability company under these Terms.

"Merging company" means a foreign limited liability company that merges into the Florida corporation under these Terms.

"Merging entity" means a foreign limited liability company that merges into the Florida corporation under these Terms.

**WITNESSETH:**

1. That the Michigan limited liability company known as RESTORATION INDUSTRIES, LLC. desires to merge into RESTORATION INDUSTRIES, INC., a Florida corporation;

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2. That RESTORATION INDUSTRIES, INC. the desires for RESTORATION INDUSTRIES, LLC., a Michigan limited liability company to merge into RESTORATION INDUSTRIES, INC.;

3. That the name of the surviving entity, as set forth in the Articles of Merger, shall be RESTORATION INDUSTRIES, INC.;

4. That the Merger shall be effective as of the date of filing of the Articles of Merger with the Florida Secretary of State, Division of Corporations;

5. That upon the merger taking effect, and without need of further action, all of the following apply:

(a) That all the rights and property, whether real, personal, or mixed of the merging entity or merging company are vested in the surviving entity or surviving corporation.

(b) That all debts, liabilities, and obligations of the merging entity or merging company continue as debts, liabilities, and obligations of the surviving entity or surviving corporation.

(c) That all rights of creditors and liens upon the property of the merging entity or merging company shall be preserved unimpaired and remain enforceable against the surviving entity or surviving corporation to the same extent as against the merging entity or merging company as if the merger had not occurred.

(d) That any action or proceeding pending by or against the merging entity or merging company may be continued against the surviving entity or surviving corporation as if the conversion had not occurred.

6. That an Officer/Director/Member of a merging company shall liable for:

(a) That all obligations of the merging company for which the Officer/Director/Member was personally liable before the merger.

7. That an Officer/Director of the surviving corporation remains liable for any and all obligations of the merging entity for which the Officer/Director/Member was personally liable before the merger, but only to the extent that the Officer/Director/Member was personally liable for the obligations of the merging entity prior to the merger.

8. That upon conversion of ownership interest of RESTORATION INDUSTRIES, LLC. into ownership interest of RESTORATION INDUSTRIES, INC., Unit-holders' ownership interests in RESTORATION INDUSTRIES, LLC., shall be converted on a one (1) for (1) basis into to common shares of RESTORATION INDUSTRIES, INC.

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9. As Evidenced by our signatures hereafter, the Articles of Merger; Plan of Merger; and, Terms and Conditions of Merger have been **ADOPTED** by any and all Members of RESTORATION INDUSTRIES, LLC., and any and all Shareholders of RESTORATION INDUSTRIES, INC..

10. That any and all Members of RESTORATION INDUSTRIES, LLC., and any and all Shareholders of RESTORATION INDUSTRIES, INC. hereby waive any further Notice required to effectuate the Merger herein described.

THE FOREGOING Terms and Conditions of Merger are unanimously agreed to and adopted by any and all Members of RESTORATION INDUSTRIES, LLC., and any and all Shareholders of RESTORATION INDUSTRIES, INC., on this, the 12 day of

October, 2006.

RESTORATION INDUSTRIES, LLC., a Michigan  
limited liability company

  
THOMAS GEER, Member

RESTORATION INDUSTRIES, INC., a Florida corporation

  
THOMAS GEER, Director

Members/Unit-holders

RESTORATION INDUSTRIES, LLC., a Michigan limited liability company

  
THOMAS GEER

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Shareholders  
RESTORATION INDUSTRIES, INC., a Florida corporation

  
THOMAS GEER

  
LORRIE GEER

  
MICHAEL CODY

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