

P07000088241

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

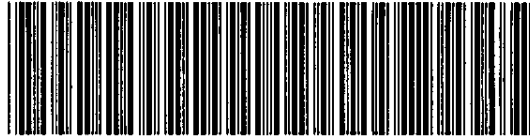
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200270852142

03/23/15--01041--025 **70.00

FILED

15 MAR 25 AM 7:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 23 2015

C. CARROTHERS

FARRIS BOBANGO BRANAN PLC

ATTORNEYS AT LAW

900 S. Shady Grove Road, Suite 500 / Memphis, TN 38120
901-259-7100 / Fax 901-259-7150
www.farrisbobango.com

March 17, 2015

Florida Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

**RE: Merger of GC Equipment, Inc. with and into Global Construction
Equipment, Inc.**

Dear Sir/Madam:

Please find enclosed the Florida Department of State's Division of Corporations' Cover Letter and Articles of Merger to be filed with your office in regards to the above referenced entities. Also enclosed is a check made payable in the amount of \$70.00 to cover the filing fees of \$35.00 per entity. Please return the filed documents using the enclosed self-addressed envelope. Please contact me if you need any additional information to process this filing.

Sincerely,

FARRIS BOBANGO BRANAN PLC


Michael T. Evangelisti

MTE
Enclosure



COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Global Construction Equipment, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michael T. Evangelisti

Contact Person

Farris Bobango Branan PLC

Firm/Company

999 S. Shady Grove Road, Suite 500

Address

Memphis, TN 38120

City/State and Zip Code

mte@farris-law.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael T. Evangelisti

Name of Contact Person

At (901)

259-7100

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Global Construction Equipment, Inc.</u>	<u>Tennessee</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>GC Equipment, Inc.</u>	<u>Florida</u>	<u>PO7D000088241</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

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 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 February 28, 2015.

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 February 28, 2015.

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)

FILED
15 MAR 23 AM 7:21
CLERK OF STATE
TALLAHASSEE, FLORIDA


Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Global Construction Equipment



Kevin Lancaster, President

GC Equipment, Inc.



Kevin Lancaster, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name _____

Global Construction Equipment, Inc.

Second: The name and jurisdiction of each merging corporation:

Name

GC Equipment, Inc.

Third: The terms and conditions of the merger are as follows:

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of the \$1.00 par value common stock of GC Equipment, Inc. issued and outstanding on the effective date of the merger shall be converted into one share of the no par value common stock of Global Construction Equipment, Inc. *(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: