

Jul 19, 2011 12:02:57 PM

No. 90121493 112493

PO80000649065

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000171249 3)))



H110001712493ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)617-6380

From:
Account Name : TRIDENT TITLE LLC
Account Number : 120090000078
Phone : (561)515-2920
Fax Number : (561)515-2939

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: pkraske@kraske1ap.com

RECEIVED
11 JUL 19 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
1-800-SEALCOAT OF S.FLORIDA INC

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$60.00

11 JUL 19 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
FILED

Electronic Filing Menu

Corporate Filing Menu

Help

H110001712493

<https://efile.sunbiz.org/scripts/efilcovr.exe>

6/29/2014

Merger
7/19/11
TL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: 1-800-SEALCOAT OF S.FLORIDA 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:

PAUL A. KRASKER, ESQ.

Contact Person

LAW OFFICE OF PAUL A. KRASKER, P.A.

Firm/Company

225 SOUTH OLIVE AVENUE

Address

WEST PALM BEACH, FL 33401

City/State and Zip Code

pkrasker@kraskerlaw.com

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

For further information concerning this matter, please call:

Paul A. Krasker

Name of Contact Person

At (561)

515-2920

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)
1-800-SEALCOAT OF S.FLORIDA **	FLORIDA	P08000049065

** INC.

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MAJESTIC HOME CONSTRUCTION**	FLORIDA	P07000047940

** U.S.A. INC.

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 May 25, 2011.

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 May 25, 2011.

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)

No. 3013 P. 4

Name of Corporation

Typed or Printed Name of Individual & Title

Grace Perry
 Maudie Black. Co

MAURO COMUZZI, PRESIDENT

Carolyn A. Clark-Sobrien, PRESIDENT

CAROLYN A. CLARK-SOBRIEN, PRESIDENT

**** CONSTRUCTION U.S.A. INC.**

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>1-800-SEALCOAT OF S.FLORIDA INC.</u>	<u>FLORIDA</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>MAJESTIC HOME CONSTRUCTION **</u>	<u>FLORIDA</u>
<u>** U.S.A. INC.</u>	
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

CAROLYN AMANDA CLARK-SOBRIEN, AS THE SOLE SHAREHOLDER OF MAJESTIC HOME CONSTRUCTION U.S.A. INC., SHALL BECOME A FIFTY PERCENT SHAREHOLDER OF 1-800-SEALCOAT OF S.FLORIDA INC. THE STOCK BASIS FOR CAROLYN AMANDA CLARK-SBORIEN SHALL BE \$250,000.00, WHICH IS HER CONTRIBUTIONS TO DATE IN MAJESTIC HOME CONSTRUCTION U.S.A. INC.,

ALL ASSETS OF MAJESTIC HOME CONSTRUCTION U.S.A. INC. ARE HEREBY CONTRIBUTED TO 1-800-SEALCOAT OF S.FLORIDA INC.

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:

(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:
THERE SHALL BE NO AMENDMENTS TO THE ARTICLES.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
N/A	

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
N/A	

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

N/A

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A