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NORTON HAMMERSLEY

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MERGER OR SHARE EXCHANGE

KATY ROSE OILERY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF KATY ROSE PROVISIONS, INC.
INTO
KATY ROSE OILERY, INC.**

Pursuant to the provisions of Section 807.1105, et. seq. of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The Plan of Merger was approved by the Shareholders of each of the undersigned Corporations in a manner prescribed by the Florida Business Corporation Act and the Wisconsin Business Corporation Law. The Plan of Merger is attached to these Articles of Merger as Exhibit "A" and incorporated by reference herein. The effective date of the Plan of Merger is the date these Articles are filed and accepted by the Florida Department of State.

2. The dates of adoption of the Plan of Merger by the Shareholders were:

<u>Name of Corporation</u>	<u>Date</u>
Katy Rose Provisions, Inc., a Wisconsin corporation	June 19, 2008
Katy Rose Oilery, Inc., a Florida corporation	June 19, 2009

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Katy Rose Provisions, Inc.	100

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Katy Rose Oilery, Inc.

100

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Katy Rose Provisions, Inc.	100	0
Katy Rose Oilery, Inc.	100	0

5. Following the merger, the new name of the Surviving Corporation shall be **KATY ROSE OILERY, INC.**

DATED: June 19, 2009.

Katy Rose Provisions, Inc.,
a Wisconsin corporation

By: 

Donald E. Whitson-Schmidt
As its: President

Katy Rose Oilery, Inc.,
a Florida corporation,

By: 

Donald E. Whitson-Schmidt
As its: President

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EXHIBIT "A"
PLAN OF MERGER

THIS PLAN OF MERGER dated June 19, 2009, between KATY ROSE OILERY, INC., a Florida corporation (hereinafter referred to as "Surviving Corporation"), and KATY ROSE PROVISIONS, INC., a Wisconsin corporation (hereinafter referred to as "Absorbed Corporation").

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 7514 Birds Eye Terrace, Bradenton, FL 34203; and

WHEREAS, Surviving Corporation has a capitalization of One Thousand (1,000) authorized shares of \$1.00 Par Value Common Stock, of which ONE HUNDRED (100) shares are issued and outstanding; and

WHEREAS, Absorbed Corporation is a corporation organized and existing under the laws of the State of Wisconsin, with its principal office at 7821 Horseshoe Bay, P.O. Box 115, Egg Harbor, WI 54209; and

WHEREAS, Absorbed Corporation has a capitalization of One Hundred (100) authorized shares of \$1.00 Par Value Common Stock of which ONE HUNDRED (100) shares are issued and outstanding; and

WHEREAS, the Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that the Absorbed Corporation be merged into Surviving Corporation pursuant to the provisions of

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Sections 607.1101 et seq. of the Florida Business Corporation Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE - MERGER

Effective the date the Articles of Merger are filed and accepted by the Florida Department of State, Absorbed Corporation shall merge with and into Surviving Corporation. Katy Rose Oilery, Inc. will be the Surviving Corporation.

SECTION TWO - TERMS AND CONDITIONS

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 of the property, real, personal and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter 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.

SECTION THREE - CONVERSION OF SHARES

The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

- (a) Each share of the \$1.00 Par Value Common Stock of Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one (1)

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share of the \$1.00 Par Value Common Stock of Surviving Corporation, which shares of Common Stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of Common Stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. One (1) share of the Surviving Corporation shall be issued for each one (1) share of the Absorbed Corporation surrendered in exchange therefor.

(c) In addition to this Plan of Merger, the Absorbed Corporation may cause Articles of Merger, which are consistent with this Plan of Merger, to be filed with the Wisconsin Department of Financial Institutions, Division of Corporate and Consumer Services.

SECTION FOUR - CORPORATE STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Corporation will continue to be treated as an S Corporation under the Internal Revenue Code of 1986, as amended. When the Absorbed Corporation, an S Corporation, shall cease on the effective date of the merger, the taxable year of the Absorbed Corporation will end. The Surviving Corporation shall succeed to all corporate tax liabilities of the Absorbed Corporation.

SECTION FIVE - CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the.

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SECTION SIX - CHANGES IN BYLAWS

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION SEVEN - DIRECTORS AND OFFICERS

The Board of Directors of the Surviving Corporation on the effective date of the merger shall be the following persons, who shall serve until the next annual meeting of the Surviving Corporation or until their successors have been duly elected or appointed and qualified:

Donald E. Whitson-Schmidt
Gale Whitson-Schmidt

The officers of the Surviving Corporation on the effective date of the merger shall be the following persons, who shall serve until the next annual meeting of the Board of Directors or until their successors have been duly elected or appointed and qualified:

President:	Donald E. Whitson-Schmidt
Vice President:	Gale Whitson-Schmidt
Secretary:	Gale Whitson-Schmidt
Treasurer:	Gale Whitson-Schmidt

SECTION EIGHT - PROHIBITED TRANSACTIONS

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may pay regular quarterly dividends on their outstanding Common Shares, and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

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SECTION NINE - APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and Wisconsin at meetings to be held on or before the date hereof, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

SECTION TEN - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be when the Articles of Merger are filed with and accepted by the Florida Department of State.

SECTION ELEVEN - ABANDONMENT OF MERGER

This Plan of Merger may be abandoned by actions of the Board of Directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date, if the merger is not approved by the stockholders of either the Surviving or the Absorbed Corporation on or before December 31, 2009.

SECTION TWELVE - EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries, pursuant to the authorization of the respective Boards of Directors on the date first above written.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

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KATY ROSE OILERY, INC.
a Florida Corporation

By: 
Donald E. Whitson-Schmidt
As its: President


Attest:


Gale Whitson-Schmidt, Secretary

KATY ROSE PROVISIONS, INC.,
a Wisconsin corporation,

By: 
Donald E. Whitson-Schmidt
As its: President

Attest:


Gale Whitson-Schmidt, Secretary

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