

To: The Florida Dept. of State
Subject: 000162.114773

From: Ashley Smith

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Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

000162.114773

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

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

Email Address: _____

**MERGER OR SHARE EXCHANGE
JCI JONES CHEMICALS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Merger

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Corporate Filing Menu

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TALLAHASSEE, FLORIDA

FILED
09 NOV 20 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)
JCI JONES CHEMICALS, INC.	New York	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JCI JONES CHEMICALS, INC.	Florida	P09000085910

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 November 20, 2009.

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 November 20, 2009.

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

JCI Jones Chemicals, Inc.

Jeffrey W. Jones, President

JCI Jones Chemicals, Inc.

Jeffrey W. Jones, President

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PLAN OF MERGER

PLAN OF MERGER, dated as of November 20, 2009, by and between JCI JONES CHEMICALS, INC., a New York corporation ("JCI-NY"), and JCI JONES CHEMICALS, INC., a Florida corporation ("JCI-FL" and together with JCI-NY, the "Constituent Corporations").

WHEREAS, JCI-NY is a corporation organized and existing under and by virtue of the laws of the State of New York;

WHEREAS, JCI-FL is a corporation organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the Board of Directors and Shareholders of JCI-NY and JCI-FL deem it desirable and in the best interest of the Constituent Corporations and their Shareholders that JCI-FL be merged with and into JCI-NY under the laws of the State of New York, with JCI-NY being the surviving corporation (the "Surviving Corporation");

NOW, THEREFORE, it is hereby agreed as follows:

1. The names of the Constituent Corporations are JCI JONES CHEMICALS, INC., a New York corporation, which was formed under the name JONES CHEMICALS, INC., and JCI JONES CHEMICALS, INC., a Florida corporation.

2. The name of the Surviving Corporation is JCI JONES CHEMICALS, INC., a New York corporation.

3. The merger shall become effective the later of (a) the day on which the Articles of Merger (to which this Plan of Merger is attached) are filed with the Florida Secretary of State (the "Effective Date") or (b) the day the Certificate of Merger is filed with the New York Secretary of State.

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4. The designation and number of outstanding shares of each class and series outstanding immediately prior to the Effective Date, as to each Constituent Corporation, are as follows:

(a) The authorized capital stock of JCI-NY consists of 33,000 common shares, with a par value of \$1.00 per share, of which 411 shares are outstanding and entitled to vote. The number of outstanding shares is not subject to change prior to the Effective Date.

(b) The authorized capital stock of JCI-FL consists of 10,000 common shares, with a par value of \$1.00 per share, of which 411 shares are outstanding and entitled to vote. The number of outstanding shares is not subject to change prior to the Effective Date.

5. At the Effective Date, (a) the separate existence of JCI-FL shall cease and the corporate existence of JCI-NY shall continue as the Surviving Corporation, (b) all property, rights and privileges of each of JCI-NY and JCI-FL shall vest in the Surviving Corporation and all debts, liabilities and duties of each of JCI-NY and JCI-FL shall become debts, liabilities and duties of the Surviving Corporation, (c) each share of capital stock of JCI-FL that is issued and outstanding immediately prior to the Effective Date shall be cancelled and retired without payment of any consideration and without conversion, and shall cease to exist, and each holder of shares of capital stock of JCI-FL shall cease to have any rights with respect thereto, and (d) each share of capital stock of JCI-NY that is issued and outstanding immediately prior to the Effective Date shall remain unchanged as one share of capital stock of the Surviving Corporation.

[Signature Page Follows]

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SIGNATURE PAGE

TO

PLAN OF MERGER

JCI JONES CHEMICALS, INC., a New York
corporation

By: 

Jeffrey W. Jones, President

JCI JONES CHEMICALS, INC., a Florida
corporation

By: 

Jeffrey W. Jones, President

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