

P09748

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

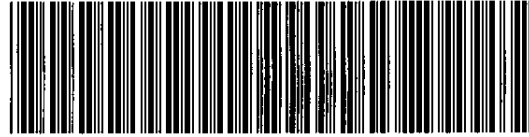
(Business Entity Name)

(Document Number)

Certified Copies Certificates of Status

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06/10/11--01009--003 **78.75

EFFECTIVE DATE

6-26-11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 JUN 10 AM 10:18

FILED

Merger

TBrown

6-14-11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Geiger Bros.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Scott Cummings

Contact Person

Geiger

Firm/Company

PO Box 1609

Address

Lewiston, ME 04241

City/State and Zip Code

scummings@geiger.com

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

For further information concerning this matter, please call:

Scott Cummings

Name of Contact Person

At (207)

755-2398

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



207.755.2398

Fax 207.755.2416

MT HOPE AVENUE P.O. BOX 1609

LEWISTON, MAINE 04241 USA

June 3, 2011

Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Articles of Merger

To Whom It May Concern:

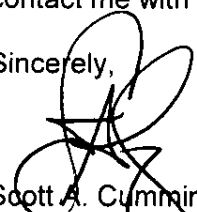
Please find enclosed for filing the Articles of Merger to merge Forrester-Smith, Inc. into Geiger Bros. effective June 26, 2011. Also enclosed is our check in the amount of \$78.75 to cover the applicable filing fee (\$35 for each entity) plus the \$8.75 Certified Copy fee.

Please return the certified copy to me at the following address:

Scott Cummings
Geiger
PO Box 1609
Lewiston, ME 04241

Thank you for your prompt consideration of the above matter. Please do not hesitate to contact me with any questions.

Sincerely,



Scott A. Cummings
Corporate Controller

Enclosures

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
6-26-11

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>Geiger Bros., Inc.</u>	<u>Maine</u>	<u>P09748</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Forrester-Smith, Inc.</u>	<u>Florida</u>	<u>P97000100741</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED
2011 JUN 10 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 06 / 26 / 2011 (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 05/31/2011 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 05/31/2011 and shareholder approval was not required.

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER

Pursuant to this Agreement and Plan of Merger, Forrester-Smith, Inc. ("FSI"), a Florida corporation shall be merged into Geiger Bros., a Maine corporation ("the Company" or "the surviving corporation"). In the merger the Company shall be the surviving corporation. The terms and conditions of the merger and the consideration to be paid by the surviving corporation upon surrender of each outstanding share of FSI are as set forth below.

1. **Effective Date.** The merger shall be effective on June 26, 2011, provided the Articles of Merger with respect to the merger shall have been duly executed and filed in the office of the Secretary of State of Maine in accordance with the provisions of the Maine Business Corporation Act.

2. **Effect of Merger.** At the effective date, the Articles of Incorporation of the Company shall become the Articles of Incorporation of the surviving corporation, and the bylaws of the Company shall remain in full force and effect as the bylaws of the surviving corporation. At the effective date, the directors and officers of the Company shall be and remain the directors and officers, respectively, of the surviving corporation until such time as their respective successors are duly elected or chosen and have been qualified in the manner provided in the Articles of Incorporation, bylaws, and Maine Business Corporation Act.

3. **Shares of Stock of the Surviving Corporation.** Each share of the common stock of FSI outstanding immediately prior to the effective date of the merger shall be canceled and the separate corporate existence of FSI shall cease.

4. **Properties and Liabilities of Merging Corporations.** Immediately upon the filing of the Articles of Merger, FSI shall cease its separate corporate existence, all of the properties (real, personal and mixed) rights, immunities, privileges, franchises, choses in action, and all other tangible and intangible assets of FSI shall vest in the surviving corporation without further act; and the surviving corporation shall likewise assume all of the liabilities, duties, and obligations of FSI.

5. **Abandonment.** The parties to this merger expressly reserve the right to abandon the merger and this Agreement and Plan of Merger at any time prior to the effective date, in the absolute discretion of the directors of any of them.

DATED as of the 31ST day of May 2011.

Geiger Bros., Inc.

By: Eugene Geiger
Its: President

Forrester-Smith, Inc.

By: Eugene Geiger
Its: President