

Tuesday, April 02, 2013 12:48 PM

Stephen Goldenberg 954-566-8663

P01

4/1/13

Division of Corporations

P10000018380

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.

((H13000073438 3)))



H130000734383ABC\$

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) 617-6360

From:

Account Name : Law Offices of Stephen F. Goldenberg, P.A.
Account Number : 076060003657
Phone : (954) 566-8411
Fax Number : (954) 566-8663

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 APR - 2 PM 3:08

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 CLOSETS OF DISTINCTION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	024
Estimated Charge	\$78.75

APR - 2 2013

T. BROWN

850-617-6381

4/2/2013 11:37:46 AM PAGE 1/001 Fax Server



April 2, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CLOSETS OF DISTINCTION, INC.
7917 SW JACK JAMES DR
SUITE 2
STUART, FL 34997

SUBJECT: CLOSETS OF DISTINCTION, INC.
REF: P10000018380

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document number for Closets of Distinction, Inc., is P10000018380. Please correct your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H13000073438
Letter Number: 113A00007686

RECEIVED

13 APR -2 AM 10:54

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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)
CLOSETS OF DISTINCTION, INC.	FLORIDA	P10000018380 272025775

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
VARSITY GLASS, INC	FLORIDA	P01000098413

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 4 / 1 / 2013 (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 3/12/2013

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 3/12/2013

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
 SECRETARY OF STATE
 DIVISION OF CORPORATION
 13 APR -2 PM 3:08

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

CLOSETS OF DISTINCTIO

ELLA EUBANKS

ELLA EUBANKS, President

VARSITY GLASS, INC.

HAROLD YARBROUGH

HAROLD YARBROUGH, President

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:

Name

Jurisdiction

CLOSETS OF DISTINCTION, INC

FLORIDA

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

VARSITY GLASS, INC.

FLORIDA

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:

As the stock of Varsity Glass, Inc. is already owned by Closets of Distinction, Inc., there shall be no exchange of stock. All of Varsity Glass, Inc. liabilities shall be assumed by Closets of Distinction, Inc. and all assets shall be transferred from Varsity Glass, Inc. to Closets of Distinction, Inc.

(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:

NONE