

P10813

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

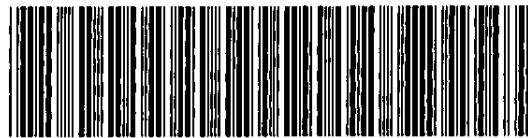
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JAN 20 2012

EXAMINER



300215480593

01/20/12--01001--008 **175.00

RECEIVED
12 JAN 19 PM 4:03
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 1/20/2012

FILED
12 JAN 19 AM 9:40
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 01/19/2012

REF. #: 000928.160485

CORP. NAME: SUPERIOR DRAINAGE, L.L.C.

EFFECTIVE DATE 1/20/2012

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 19 AM 9:40

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 543015 FOR \$ 175.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

EFFECTIVE DATE

1/20/2012

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 19 AM 9:40

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CONTECH CONSTRUCTION PRODUCTS INC.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

KAREN J. GUEST

Contact Person

CONTECH CONSTRUCTION PRODUCTS INC.

Firm/Company

9025 CENTRE POINTE DRIVE, SUITE 400

Address

WEST CHESTER, OH 45069

City, State and Zip Code

GuestK@contech-cpi.com

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

For further information concerning this matter, please call:

John Domaschko

Name of Contact Person

at (513)

352-6559

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE 1/20/2012

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 19 AM 9:40

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

LOU000005789

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SUPERIOR DRAINAGE, L.L.C.	FLORIDA	LLC
ARMORTEC, LLC	DELAWARE	LLC
CONTECH TECHNOLOGIES, LLC	DELAWARE	LLC
SITE SOLUTIONS INTERNATIONAL, INC.	DELAWARE	CORPORATION

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CONTECH CONSTRUCTION PRODUCTS, INC.	OHIO	CORPORATION

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

1/20/2012

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

CONTECH CONSTRUCTION PRODUCTS INC.

9025 CENTRE POINTE DRIVE, SUITE 400

WEST CHESTER, OH 45069

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: CONTECH CONSTRUCTION PRODUCTS INC.

9025 CENTRE POINTE DRIVE, SUITE 400

WEST CHESTER, OH 45069

Mailing address: CONTECH CONSTRUCTION PRODUCTS INC.

9025 CENTRE POINTE DRIVE, SUITE 400

WEST CHESTER, OH 45069

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SUPERIOR DRAINAGE, L.L.C.	<i>[Signature]</i>	KAREN J. GUEST
ARMORTEC, LLC	<i>[Signature]</i>	KAREN J. GUEST
CONTECH TECHNOLOGIES, LLC	<i>[Signature]</i>	KAREN J. GUEST
SITE SOLUTIONS INTERNATIONAL, INC.	<i>[Signature]</i>	KAREN J. GUEST
CONTECH CONSTRUCTION PRODUCTS INC.	<i>[Signature]</i>	KAREN J. GUEST
Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)	
General partnerships:	Signature of a general partner or authorized person	
Florida Limited Partnerships:	Signatures of all general partners	
Non-Florida Limited Partnerships:	Signature of a general partner	
Limited Liability Companies:	Signature of a member or authorized representative	

Fees: For each Limited Liability Company: \$25.00
 For each Corporation: \$35.00
 For each Limited Partnership: \$52.50
 For each General Partnership: \$25.00
 For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SUPERIOR DRAINAGE, L.L.C.	FLORIDA	LLC
ARMORTEC, LLC	DELAWARE	LLC
CONTECH TECHNOLOGIES, LLC	DELAWARE	LLC
SITE SOLUTIONS INTERNATIONAL, INC.	DELAWARE	CORPORATION

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CONTECH CONSTRUCTION PRODUCTS, INC.	OHIO	CORPORATION

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

(SEE ATTACHED PLAN AND AGREEMENT OF MERGER)

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(SEE ATTACHED PLAN AND AGREEMENT OF MERGER)

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(SEE ATTACHED PLAN AND AGREEMENT OF MERGER)

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(SEE ATTACHED PLAN AND AGREEMENT OF MERGER)

(Attach additional sheet if necessary)

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is entered into by and among CONTECH CONSTRUCTION PRODUCTS INC., an Ohio corporation (the "Surviving Corporation") and ARMORTEC, LLC, a Delaware limited liability company, CONTECH TECHNOLOGIES, LLC, a Delaware limited liability company, SITE SOLUTIONS INTERNATIONAL, INC., a Delaware corporation, and SUPERIOR DRAINAGE, L.L.C., a Florida limited liability company (each individually a "Merging Entity", collectively the "Merging Entities"). The Merging Entities shall be merged with and into Surviving Corporation (the "Merger"). The Surviving Corporation and the Merging Entities are collectively referred to as the "Constituent Entities."

1. **MERGER.** On the effective date as listed in the Certificate of Merger filed with the Ohio Secretary of State (the "Effective Date"), the Surviving Corporation shall continue its corporate existence under the laws of the State of Ohio, and the separate existence and corporate organization of each Merging Entity, except insofar as it may be continued by operation of law, shall be terminated and cease.

2. **TRANSFER OF ASSETS AND LIABILITIES.** On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of the Constituent Entities shall be vested in and possessed by the Surviving Corporation, subject to all of the restrictions, disabilities and duties of or upon each of the Constituent Entities; and all and singular, rights, privileges, powers and franchises of each of the Constituent Entities, and all property, real, personal and mixed, of each of the Constituent Entities, and all debts due to each of the Constituent Entities on whatever account, and all things in action or belonging to each of the Constituent Entities shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Entities, and the title to any real estate vested by deed or otherwise in either of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger; *provided, however*, that the liabilities of the Constituent Entities and of its respective shareholders, directors, members, managers and officers shall not be affected and all rights of creditors and all liens upon any property of either of the Constituent Entities shall be preserved unimpaired, and any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either of the Constituent Entities may be prosecuted as if the Merger had not been consummated (except as they may be modified with the consent of such creditors), or the Surviving Corporation may be substituted in such action or proceeding for any Merging Entity, and all debts, liabilities and duties of or upon each of the Constituent Entities shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

3. **MEMBERSHIP INTERESTS OF THE MERGING ENTITIES.** All of the issued and outstanding membership interests of each Merging Entity, as set forth below, shall, on the Effective Date, be cancelled without consideration and the existing issued and outstanding shares of the Surviving Corporation are not affected by the Merger.

<u>Merging Entity</u>	<u>Share Designation</u>	<u>Number of Shares/Units Outstanding</u>	<u>Percentage Owned by Surviving Corporation</u>
Armortec, LLC	Membership Unit	1	100%

Contech Technologies, LLC	Membership Unit	1	100%
Site Solutions International, Inc.	Common Stock	1,000	100%
Superior Drainage, L.L.C.	Membership Unit	1	100%

4. **MANAGERS/DIRECTORS.** The respective managers and directors of each Merging Entity immediately preceding the Effective Date shall cease to be the managers and directors as of the Effective Date.

5. **OFFICERS.** The respective officers of each Merging Entity immediately preceding the Effective Date shall cease to be the officers as of the Effective Date.

6. **PRINCIPAL OFFICE.** The principal office of the Surviving Corporation shall be located at 9025 Centre Pointe Drive, Suite 400, West Chester, OH 45069.

7. **FURTHER ASSURANCES.** Each Merging Entity shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

8. **COUNTERPARTS.** In order to facilitate the filing and recording of this Plan and Agreement of Merger, the same may be executed in any number of counterparts and via facsimile, each of which shall be deemed to be an original.

[Signature page follows]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the 19th day of January, 2012.

SURVIVING CORPORATION

**CONTECH CONSTRUCTION
PRODUCTS INC.**

By: Karen J. Guest
Name: Karen J. Guest
Title: VP, General Counsel
& Secretary

MERGING ENTITIES

ARMORTEC, LLC

By: Karen J. Guest
Name: Karen J. Guest
Title: VP, General Counsel
& Secretary

CONTECH TECHNOLOGIES, LLC

By: Karen J. Guest
Name: Karen J. Guest
Title: VP, General Counsel
& Secretary

**SITE SOLUTIONS
INTERNATIONAL, INC.**

By: Karen J. Guest
Name: Karen J. Guest
Title: VP, General Counsel
& Secretary

SUPERIOR DRAINAGE, L.L.C.

By: Karen J. Guest
Name: Karen J. Guest
Title: Karen J. Guest
VP, General Counsel
& Secretary