

P12000103527

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

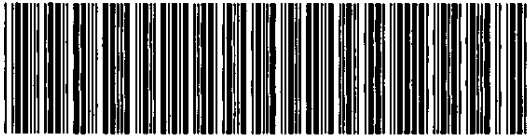
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700242892027

01/15/13--01019--001 \*\*35.00

01/02/13--01019--023 \*\*35.00

*Morgan*

FILED  
13 JAN 15 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 15 2013  
T. ROBERTS

**THE COHRS LAW GROUP, P.A.**

ATTORNEYS AND COUNSELORS AT LAW

1901 ULMERTON ROAD•SUITE 425•CLEARWATER•FLORIDA•33762  
VOICE (727) 540-0001•FAX (727) 540-0027  
E-MAIL [jozkaya@cohrsllaw.com](mailto:jozkaya@cohrsllaw.com)

Denis A. Cohrs, Esq.  
Joanna B. Ozkaya, Esq.  
Robert B. Hicks, Esq., of counsel

January 9, 2013

**PERSONAL AND CONFIDENTIAL**

Tina Roberts  
Department of State  
Division of Corporations  
Amendment Section  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: DQC International Corp. - Plan and Articles of Merger**

Dear Ms. Roberts:

Per our telephone conversations on January 8, 2012, enclosed herewith is this firm's check in the amount of \$35.00 representing the additional fee needed to file the Plan and Articles of Merger.

Thank you for your assistance with this matter and should you need anything further, please feel free to call.

Sincerely,



Joanna B. Ozkaya

JBO/tr  
Encl.

**THE COHRS LAW GROUP, P.A.**

ATTORNEYS AND COUNSELORS AT LAW

1901 ULMERTON ROAD • SUITE 425 • CLEARWATER, FLORIDA • 33762  
VOICE (727) 540-0001 • FAX (727) 540-0027  
E-MAIL [jozkaya@cohrlaw.com](mailto:jozkaya@cohrlaw.com)

Denis A. Cohrs, Esq.  
Joanna B. Ozkaya, Esq.  
Robert B. Hicks, Esq., of counsel

December 31, 2012

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Amendment Section  
2661 Executive Center Circle  
Tallahassee, FL 32301

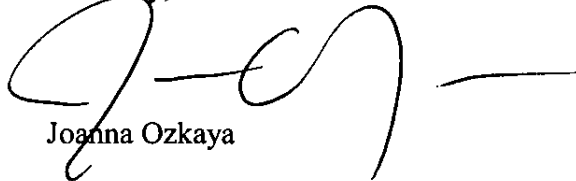
**RE: DQC International Corp. - Plan and Articles of Merger**

Dear Sir/Madam:

Enclosed herewith are an original certified copy and one (1) copy of the fully executed Plan and Articles of Merger in connection with the referenced corporation. Please file the Plan and Articles of Merger and return one file-stamped copy to this office in the postage paid envelope provided herewith. Also enclosed is this firm's check in the amount of \$35.00, representing the amount necessary to file said Plan and Articles of Merger.

If you should have any questions or concerns, please feel free to contact this office.

Sincerely,



Joanna Ozkaya

Encls.

DEC 27 2012

**PLAN AND ARTICLES OF MERGER**

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

THIS PLAN AND ARTICLES OF MERGER is made and entered into this 18<sup>th</sup> day of December, 2012, to be effective for all purposes as of December 31, 2012 by and between **DQC International Corp.**, a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Surviving Corporation"), and **DQC International, Corp.**, a corporation organized and existing under the laws of the State of South Carolina hereinafter referred to as ("Merged Corporation").

**RECITALS**

- A. Surviving Corporation, by its Certificate of Incorporation, which was filed in the office of the Secretary of State of Florida reflecting a date of incorporation of December 18, 2012, has an authorized capital stock of 100,000 shares \$1.00 par value common capital stock, of which 1,000 shares are issued and outstanding on the date of the execution hereof; and
- B. Merged Corporation, by its Certificate of Incorporation, which was filed in the office of the Secretary of State of South Carolina on March 10, 2011, has an authorized capital stock of 100,000 shares of \$1.00 par value common capital stock, of which 1000 shares are issued and outstanding on the date of the execution hereof; and,
- C. The Board of Directors of each of the parties hereto deem it advisable and in the best interest of the respective shareholders that Merged Corporation should be merged into Surviving Corporation, and that Surviving Corporation merge Merged Corporation into itself, pursuant to the terms and conditions hereinafter set forth.

**NOW, THEREFORE**, the parties hereto hereby agree to this Plan and Articles of Merger, whereby Merged Corporation is merged into Surviving Corporation, and Surviving Corporation merges Merged Corporation into itself in the manner prescribed by the laws of the State of Florida, and the terms and conditions of the aforesaid merger and the mode of carrying the same into effect are as follows:

FILED  
JUN 15 PM 12:09  
SECRETARY OF STATE  
COLUMBIA, SOUTH CAROLINA

**ARTICLE I**

1. Merger.

Merged Corporation shall be and is hereby merged into Surviving Corporation, and Surviving Corporation shall and does hereby merge Merged Corporation into itself. Surviving Corporation shall continue to be governed by the laws of the State of Florida.

**ARTICLE II**

2. Conversion of Stock.

The manner of converting the outstanding shares of capital stock of the Merged Corporation into the shares of Surviving Corporation, and the basis of otherwise paying for or



converting the outstanding shares of capital stock of each of the constituent corporations, shall be as follows:

(a) Each share of the \$1.00 par value common capital stock of Merged Corporation, authorized, issued and outstanding on the effective date of the merger shall, by virtue of the merger and without further action on the part of the holder, become one (1) share of \$1.00 par value common capital stock of Surviving Corporation. As soon as practical after the effective date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of Merged Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of whole shares of common stock of Surviving Corporation into which the shares of common stock of Merged Corporation theretofore represented by such certificate or certificates shall have been converted pursuant to this Article.

(b) Each share of stock of Surviving Corporation issued in exchange for the stock of Merged Corporation will be subject to all shareholder Agreements now in effect or hereafter entered into.

### ARTICLE III

#### 3. Terms of Merger.

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) *Surviving Corporation shall pay all expenses of carrying this Plan and Articles of Merger into effect and of accomplishing the merger.*

(b) Upon the effective date of this merger, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Corporation, in accordance with the provisions of this Plan and Articles of Merger, and Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the merging corporations, and shall have all of the rights, privileges, powers and franchises of each of the merging corporations; and all property, real, personal and mixed, and all debts due to each of the merging corporations shall be vested in *Surviving Corporation, and all property, rights and privileges, powers and franchises of the merging corporations and all and every other interest of them shall be thereafter the property of Surviving Corporation as they were of the respective merging corporations; and the title to real estate, whether by deed or otherwise, vested in any of the merging corporations shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of the merging corporations shall be preserved unimpaired; and all debts, liabilities and duties of Merged Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Surviving Corporation shall cause a copy of this Plan and Articles of Merger certified by the Department of State of the State of Florida to be filed in the office of the official who is the recording officer of each County and State in which real property, if any, of Merged Corporation is situated.*

(c) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers and directors of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan and Articles of Merger.

#### ARTICLE IV

4. Amendment.

Surviving Corporation shall have the right to amend, alter, change or repeal any provisions contained in this plan and Articles of Merger or which may be contained in the *Articles of Incorporation of Surviving Corporation*, in the manner now and hereafter prescribed by said laws, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE V

5. Filing and Effective Date.

(a) Upon the approval of this Plan and Articles of Merger by the stockholders of the merging corporations in accordance with the laws of the State of Florida, this Plan and Articles of Merger shall be filed with the Secretary of State of the State of Florida and with the Secretary of State of the State of South Carolina.

(b) This merger shall be effective on December 31, 2012 at 11:59pm subject to this Plan and Articles of Merger being filed with both the Secretary of State of the State of Florida and the Secretary of the State of the State of South Carolina.

#### ARTICLE VI

6. Counterparts.

In order to facilitate the filing and recording of this Plan and Articles of Merger, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

#### ARTICLE VII

7. This Plan and Articles of Merger were Approved and Adopted by unanimous vote of all of the Shareholders and all of the Directors of both the Merged and Surviving Corporation on December 18, 2012.

***[Signature Page Follows]***

***[Signature Page]***

**IN WITNESS WHEREOF**, the parties hereto have caused this plan and Articles of Merger to be executed by the President and Secretary of each of them, pursuant to authority given by their respective Boards of Directors and Shareholders as follows:

**DQC International Corp.,**  
a South Carolina Corporation

By:   
James J. Coble, President

**DQC International Corp.,**  
a Florida Corporation

By:   
James J. Coble, President