

P140000 54672

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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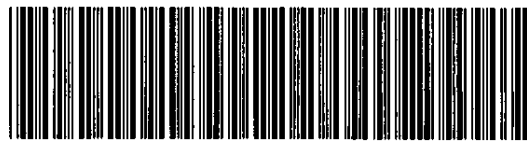
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

M. J. LEMIEUX
JUL 21 2015
T. LEMIEUX

SANDBERGPHOENIX
& VON GONTARD P.C.

Jan S. Joerling-Leonard
Paralegal

600 Washington Avenue - 15th Floor
St. Louis, MO 63101-1313
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July 2, 2014

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: BCI Construction USA, Inc.
Articles of Merger – Profit Corporations

Dear Division of Corporations Agent:

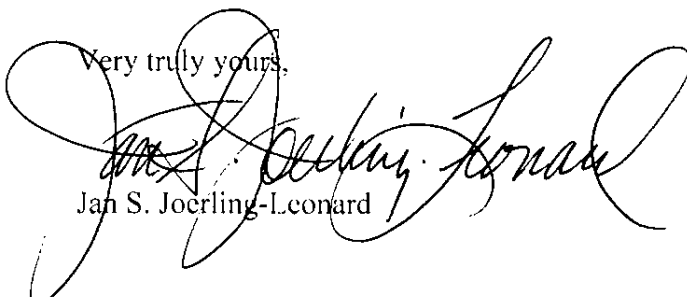
Enclosed please find the following documents we are requesting to be filed on behalf of
BCI Construction USA, Inc.:

- **Cover Letter** to Amendment Section, Division of Corporations
- Two (2) Copies of the **Articles of Merger (Profit Corporations)**, including an attached Plan of Merger (a Certified Copy is requested)
- A check made payable to the **Florida Department of State** in the amount of \$78.75 as an for the filing fees for two (2) merging corporations at \$35.00 each, and an extra \$8.75 for the return of a Certified Copy of the Plan of Merger

At your earliest convenience, please file the Articles of Merger and return a certified copy to the attention of Mr. P. Douglas Whitlock, Esq. at the address above.

Thank you for your attention and assistance in this matter. If you have any questions, please do not hesitate to contact our offices.

Very truly yours,


Jan S. Joerling-Leonard

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BCI CONSTRUCTION USA, INC.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

P. Douglas Whitlock, Esq.

Contact Person

Sandberg Phoenix & von Gontard, P.C.

Firm/Company

600 Washington Avenue, 15th Floor

Address

St. Louis, Missouri 63101

City/State and Zip Code

dwhitlock@sandbergphoenix.com

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

For further information concerning this matter, please call:

P. Douglas Whitlock, Esq.

Name of Contact Person

At (314)

231-3332

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

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)
BCI CONSTRUCTION USA, INC.	FLORIDA	P14000054672

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BCI CONSTRUCTION USA, INC.	ILLINOIS	55641099

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 JUNE 24, 2014

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 JUNE 24, 2014

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)

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

BCI CONSTRUCTION USA, INC.

FLORIDA

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

Name

Jurisdiction

BCI CONSTRUCTION USA, INC.

ILLINOIS

Third: The terms and conditions of the merger are as follows:
(SEE ATTACHED PLAN OF MERGER)

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

**AGREEMENT AND PLAN OF CORPORATE MERGER
AND REORGANIZATION**

for

BCI CONSTRUCTION USA, INC.

THIS AGREEMENT is made this 24th day of June, 2014 among BCI Construction USA, Inc., an Illinois corporation (the "*Corporation*"), Bryan Miller, Daniel Miller, Joan Guenther, Gerald R. Miller and the Gerald M. Miller Revocable Trust (collectively the "*Shareholders*"), being all the shareholders of the Corporation.

All of the issued and outstanding shares of stock of the Corporation are owned by the Shareholders. The Corporation has been engaged in the commercial construction business. The Shareholders have agreed upon a reorganization of the Corporation's business so that the business is operated under a corporation organized under the laws of the state of Florida (the "*New Corporation*") and that the Corporation and New Corporation should merge. The terms of the merger and reorganization as set forth herein will qualify as a tax-free corporate separation of the Corporation and exchange under §368(a)(1)(D) of the Internal Revenue Code of 1986, as amended (the "*Code*"), and as such afforded non-recognition treatment under §355 of the Code. Accordingly, in consideration of the mutual covenants herein set forth, the parties agree as follows:

1. New Corporation. The Corporation shall organize the New Corporation under the laws of Florida, to be named BCI Construction USA, Inc. Two Hundred (200) of the authorized shares of the New Corporation shall be issued and delivered to the Shareholders in fully paid, non-assessable certificates. The Shareholders shall be the initial stockholders of the New Corporation.

2. Terms and Conditions. At the Effective Time (as defined in paragraph 5 herein):

(a) The Corporation shall be merged with and into the New Corporation and the New Corporation thenceforth shall be, and is designated in this Plan of Merger as, the "*Surviving Entity*"; and

(b) The separate existence of the Corporation shall cease; and

(c) The Surviving Entity shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public nature as well as of a private nature, of each of the New Corporation and the Corporation; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to each of the New Corporation and the Corporation shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate or any interest therein vested in the New Corporation or the Corporation shall not revert or be in any way impaired by reason of the merger; and the Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of each of the New Corporation and the Corporation; and any claim existing or action or

proceeding by or against the New Corporation or the Corporation may be prosecuted as if the merger had not taken place, or the Surviving Entity may be substituted in its place; and neither the rights of creditors nor any liens upon the property of the New Corporation or the Corporation shall be impaired by the merger.

3. Manner and Basis of Converting Ownership Interest.

(a) The ownership interests of Surviving Entity shall not be affected by the merger contemplated herein; and

(b) The ownership interests of the Corporation shall be canceled, and no consideration shall be payable to the Shareholders; the two entities participating in the merger are owned by the same individuals in identical proportions.

4. Governing Documents of Surviving Entity. Following the Effective Time, the Certificate of Incorporation and By-Laws of the New Corporation shall be the Certificate of Incorporation and By-Laws of the Surviving Entity, without any amendments as a result of the merger and the Certificate of Incorporation and By-Laws of the Corporation shall no longer be in force or effect.

5. Effective Time. The merger contemplated by this Plan of Merger shall become effective immediately upon the last to be filed of the Articles of Merger with the Secretary of State of Illinois and Articles of Merger with the Secretary of State of Florida. Upon and after the Effective Time of the merger:

(a) The Surviving Entity may be served with process in the States of Illinois and Florida in any proceeding for the enforcement of any obligation of New Corporation and Corporation and in any proceeding for the enforcement of the rights of a dissenting Shareholder of the Corporation against the Surviving Entity.

(b) The Secretaries of State of the States of Illinois and Florida shall be and hereby are irrevocably appointed as the agent of the Surviving Entity to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is the registered office of the Surviving Entity as set forth on the respective records of the Secretary of State of the States of Illinois and Florida.

(c) The Surviving Entity will promptly pay to any dissenting Shareholders of the Corporation the amount, if any, to which they shall be entitled under the provisions of the General and Business Corporation Law of Florida with respect to the rights of dissenting Members.

6. Amendment and Termination. At any time prior to the Effective Time, the Surviving Entity and the Corporation may by mutual consent modify, amend or abandon and terminate this Plan of Merger and the transactions contemplated herein.


7. Surviving Officers. The Officers of the Corporation shall continue as the Officers of the Surviving Entity until their successors are duly elected or appointed, as the case may be, and qualified under the provisions of the By-Laws of the Surviving Entity.

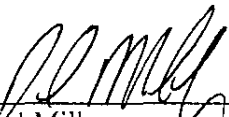
IN WITNESS WHEREOF, the parties have duly executed this agreement under seal as of the date first written above.

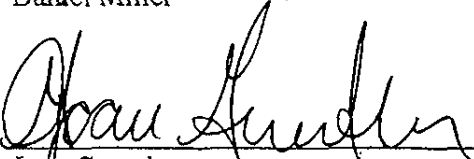
BCI CONSTRUCTION USA, INC., an Illinois corporation

By: 

Gerald M. Miller, President


Bryan Miller


Daniel Miller


Joan Guenther


Gerald R. Miller

**The Gerald M. Miller Revocable Trust
U/T/A dated October 2, 2013**

By: 

Gerald M. Miller, Trustee

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

BCI Construction USA, Inc.

Director _____
Donald R. Bell

Gerald M. Miller, President (IL Corp.)

BCI Construction USA, Inc.

Ernest Miller

Gerald M. Miller, President (FL Corp.)