

P150000064885

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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 732007 1299A

AUTHORIZATION :

COST LIMIT : \$ 78.75

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ORDER DATE : August 3, 2015

ORDER TIME : 3:56 PM

ORDER NO. : 732007-015

CUSTOMER NO: 1299A  
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ARTICLES OF MERGER

US SHREDDER AND CASTING  
GROUP, INC.

INTO

US SHREDDER AND CASTING  
GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS:

10



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 4, 2015

CORPORATION SERVICE COMPANY  
% COURTNEY WILLIAMS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**  
Please give original  
submission date as file date.

SUBJECT: US SHREDDER AND CASTINGS GROUP, INC.  
Ref. Number: P15000064885

We have received your document for US SHREDDER AND CASTINGS GROUP, INC.. However, the document has not been filed and is being returned for the following:

Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes only. Please remove any reference to 607.1109.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 915A00016299

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DIVISION OF CORPORATIONS  
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2015 AUG -3 AM 8:39

**ARTICLES OF MERGER  
OF  
US SHREDDER AND CASTINGS GROUP, INC.**

PURSUANT TO THE PROVISIONS of Section 607.1105, *Florida Statutes*, these Articles of Merger are entered into and adopted by and between **US SHREDDER AND CASTINGS GROUP, INC.**, a Florida corporation (hereinafter "US Shredder Florida"), and **US SHREDDER AND CASTINGS GROUP, INC.**, an Illinois corporation (hereinafter "US Shredder Illinois"), for the purpose of merging US Shredder Illinois with and into US Shredder Florida.

**ARTICLE I - SURVIVING CORPORATION**

The surviving corporation shall be US SHREDDER AND CASTINGS GROUP, INC., a Florida corporation.

**ARTICLE II - MERGING CORPORATION**

The merging corporation is US SHREDDER AND CASTINGS GROUP, INC., an Illinois corporation.

**ARTICLE III - PLAN OF MERGER**

The Plan of Merger between US Shredder Florida and US Shredder Illinois, attached hereto as Exhibit A, was approved and adopted by the sole shareholder of US Shredder Florida and US Shredder Illinois on July 23, 2015 and ratified on August 3, 2015, pursuant to Section 607.1103, *Florida Statutes* and 805 Ill. Comp. Stat. § 5/11.20.

**ARTICLE IV - EFFECTIVE DATE OF MERGER**

The merger shall be effective upon filing of these Articles of Merger with the Florida Department of State.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on the date set forth below.

**US SHREDDER AND CASTINGS GROUP, INC.,  
a Florida corporation**

By: William H. Tigner  
William H. Tigner, President

Date: 7/23, 2015

**US SHREDDER AND CASTINGS GROUP, INC.,  
an Illinois corporation**

By: William H. Tigner  
William H. Tigner, President

Date: 7/23, 2015

A2013915.DOC

*Signature Page for Articles of Merger between  
US Shredder and Castings Group, Inc., an Illinois corporation,  
and  
US Shredder and Castings Group, Inc., a Florida corporation*

Exhibit A  
Plan of Merger

## **PLAN OF MERGER**

THIS IS A PLAN OF MERGER entered into by and between **US SHREDDER AND CASTINGS GROUP, INC.**, an Illinois corporation (hereinafter "US Shredder Illinois"), and **US SHREDDER AND CASTINGS GROUP, INC.**, a Florida corporation (hereinafter "US Shredder Florida").

### *S T I P U L A T I O N S:*

A. US Shredder Illinois is a corporation organized and existing under the laws of the State of Illinois. William H. Tigner is the sole shareholder of US Shredder Illinois.

B. US Shredder Florida is a corporation organized and existing under the laws of the State of Florida. William H. Tigner is the sole shareholder of US Shredder Florida.

C. The sole shareholder of US Shredder Illinois and the sole shareholder of US Shredder Florida deem it desirable and in the best interest of US Shredder Illinois and US Shredder Florida to be merged with and into US Shredder Florida pursuant to the provisions of Fla. Stat. § 607.1101 and 805 Ill. Comp. Stat. § 5/11.05 with US Shredder Florida being the surviving entity.

D. The purpose and effect of this merger is a mere change in place of organization of US Shredder Illinois from Illinois to Florida as set forth in Section 368(a)(1)(F) of the Internal Revenue Code.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, THE CORPORATIONS AGREE AS FOLLOWS:

Section 1.     Merger. US Shredder Illinois shall merge with and into US Shredder Florida, and US Shredder Florida shall be the surviving entity. The sole purpose of the merger is to change the place of organization of US Shredder Illinois from the State of Illinois to the State of Florida.

Section 2.     Terms and Conditions. On the effective date of the merger, the separate existence of US Shredder Illinois shall cease, and US Shredder Florida shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of US Shredder Illinois without the necessity for any separate transfer. US Shredder Florida shall thereafter be responsible for all of the liabilities and obligations of US Shredder Illinois, and neither the rights of creditors nor any liens on the property of US Shredder Illinois shall be impaired by the merger.

Section 3.     Conversion of Shares of Stock in US Shredder Illinois to Shares of Stock in US Shredder Florida. Because the ownership of shares in US Shredder Florida and US Shredder Illinois are identical prior to the merger and the parties desire to maintain the existing ownership of shares in the surviving corporation after the merger, no additional shares of stock will be issued as a result of the merger. After the merger, the ownership of shares of the surviving corporation will continue to be as follows:

<i>William H. Tigner</i>	<i>100 Shares of Stock</i>
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Section 4.     Changes in Articles of Incorporation of US Shredder Florida. The current Articles of Incorporation of US Shredder Florida shall continue to be its Articles of Incorporation following the merger unless and until revised in accordance with the Articles of Incorporation and the Bylaws of US Shredder Florida.



Section 5. Changes in Bylaws of US Shredder Florida. The current Bylaws of US Shredder Florida shall continue to be its Bylaws following the merger unless and until revised in accordance with the Articles of Incorporation and the Bylaws of US Shredder Florida.

Section 6. Officers of US Shredder Florida. The officers of US Shredder Florida, the surviving corporation, as of the effective date of merger, shall be as follows:

***William H. Tigner***                      ***President/Chief Executive Officer/Secretary/Treasurer***

Section 7. Effective Date of Merger. The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State and Illinois Secretary of State pursuant to Fla. Stat. § 607.1105 and 805 Ill. Comp. Stat. § 11.05, respectively.

Dated on the dates set forth below.

**US SHREDDER AND CASTINGS GROUP, INC.,  
an Illinois corporation**

By: William H. Tigner  
William H. Tigner, President

Date: July 23, 2015

**US SHREDDER AND CASTINGS GROUP, INC.,  
a Florida corporation**

By: William H. Tigner  
William H. Tigner, President

Date: July 25, 2015