

P15000101023

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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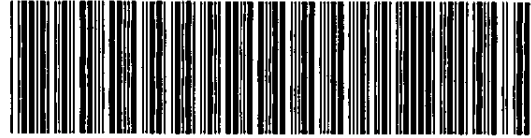
(Business Entity Name)

(Document Number)

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SEC. 12/19/16  
DIV. 12/19/16  
16 JAN 19 PM 2:49

JAN 20 2016

C LEWIS

# BERRY ♦ MOORMAN

PROFESSIONAL CORPORATION  
ATTORNEYS AT LAW

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RAYMOND H. BERRY  
(1891 - 1959)  
A.H. MOORMAN  
(1914 - 1979)  
FREDERICK R. KEYDEL  
(1928 - 2005)  
JAMES P. MURPHY  
(1959 - 2011)

AFFILIATED OFFICE:  
AMROS PARTNERS  
5 BAKUNINA PROSPECT  
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011-7-812-331-2152

<sup>1</sup> ALSO AUTHORIZED TO PRACTICE IN  
FLORIDA  
<sup>2</sup> ALSO AUTHORIZED TO PRACTICE IN  
OHIO  
<sup>3</sup> OF COUNSEL TO BERRY MOORMAN

RANDOLPH M. WRIGHT  
THOMAS M. SULLIVAN  
HARVEY B. WALLACE II  
ROBERT W. MORGAN  
DONALD F. CARNEY, JR.  
DAVID M. FOY  
SHERYL A. LAUGHREN  
JOHN J. SCHROT, JR.  
GEORGE H. RUNSTADLER, III <sup>1</sup>  
MARK E. STRAETMANS  
RANDOLPH T. BARKER <sup>2</sup>  
PATRICE M. TICKNOR  
ANDREA M. PIKE  
TIMOTHY E. HARDEN  
HUGH B. THOMAS

GEORGE M. THOMAS, JR. <sup>3</sup>  
TERRENCE E. KEATING, P.C. <sup>3</sup>  
SIMON EDELSTEIN <sup>3</sup>  
JOHN WRIGHT <sup>3</sup>

Reply to  
Birmingham Office

January 13, 2016

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

Re: Articles of Merger  
Surviving Corporation: Lanzo Companies, Inc.  
Merging Corporation: Equity Holding Co.

Dear Sir or Madam:

Enclosed please find Articles of Merger and Plan of Merger with regard to the above referenced corporations. We have also enclosed our check in the amount of \$70.00 for the filing fee.

My telephone number is (248) 645-9680, and my return address is 255 E. Brown Street, Suite 320, Birmingham, Michigan 48009.

Thank you for your assistance.

Very truly yours,

*George H. Runstadler /s.s.*  
George H. Runstadler

GHR/ss  
Enclosures

**ARTICLES OF MERGER**  
(Profit Corporations)

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DIVISION OF CORPORATIONS  
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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><br>(If known/ applicable) |
|-----------------------|---------------------|--|
| Lanzo Companies, Inc. | FL                  | P15000101023                                     |

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

| <u>Name</u>        | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|--------------------|---------------------|--|
| Equity Holding Co. | MI                  | 434099   |
|                    |                     |  |
|                    |                     |  |
|                    |                     |  |
|                    |                     |  |
|                    |                     |  |

**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** 01 <sup>15</sup>/<sub>01</sub> 2016 (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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 January 1, 2015.

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 January 1, 2015.

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)

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

*Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:*  
none.

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

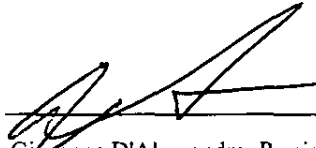
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

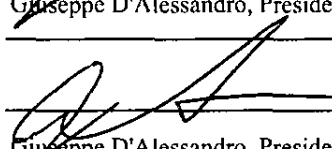
Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Lanzo Companies, Inc.

  
Giuseppe D'Alessandro, President

Equity Holding Co.

  
Giuseppe D'Alessandro, President

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DISTRICT OF COLUMBIA  
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# **PLAN OF MERGER**

(Non Subsidiaries)

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DIVISION OF CORPORATE FILINGS

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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

Lanzo Companies, Inc.

Florida

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

Name

Jurisdiction

Equity Holdings Co.

Michigan

**Third:** The terms and conditions of the merger are as follows:

Equity Holdings Co. is merged into Lanzo Companies, Inc. who will be the surviving entity.

**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:

See attached Plan and Agreement of Merger.

*(Attach additional sheets if necessary)*

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DIVISION OF CORPORATIONS

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**PLAN AND AGREEMENT OF MERGER**

**BY AND BETWEEN**

**LANZO COMPANIES, INC., a Florida corporation**

**and**

**EQUITY HOLDINGS, CO., a Michigan corporation**

THIS AGREEMENT and PLAN OF MERGER (Agreement) is made this 15 day of

January, 2015, by and between:

LANZO COMPANIES, INC., a Florida corporation, of

125 SE 5<sup>th</sup> Court, Deerfield Beach, FL 33441

("LCI")

and,

EQUITY HOLDINGS CO., a Michigan corporation, of

28135 Groesbeck Highway, Roseville, MI 48066

("EHI")

Also, entering into this Agreement to signify their consent to Merger are the Shareholders of EHI ("Shareholders"). LCI is recently organized and has one (1) share of common stock issued and outstanding and held by Giuseppe D'Alessandro, which share shall be surrendered and held for naught incident to the Merger.

WITNESSETH:

WHEREAS, LCI, EHI and Shareholders ("Parties") desire to merge EHI into LCI upon the terms set forth herein, and

WHEREAS, the Parties intend that this Merger qualify as a tax free reorganization under the provisions of Section 368 of the Internal Revenue Code, as amended.

NOW, THEREFORE, the Parties agree as follows:

1. Merger. Subject to the provisions of this Agreement, LCI and EHI shall prepare and execute Articles of Merger and deliver it for filing to the Florida Department of State, Amendment Section, Division of Corporations. The Merger will be effective as of January 1, 2016 at 12:01 am. ("Effective Time"). EHI will be merged into LCI, who will be the surviving entity.

2. At the Effective Time:

a) The separate existence of EHI shall cease and EHI shall be merged into LCI, which shall be the surviving corporation.

b) LCI's Articles of Incorporation and Bylaws effective immediately prior to Effective Time shall be the Articles of Incorporation and Bylaws of the surviving corporation.

c) The Directors and Officers of EHI immediately prior to the Effective Time will be the Officers and Directors of the surviving corporation.

3. Capital Stock. The Capital Stock of EHI shall be surrendered and common A capital share of LCI shall be exchanged in its place with an exchange ratio of 6.755 common A capital shares of LCI for each issued and outstanding shares of EHI.

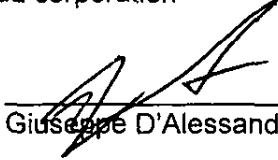
4. Assumption. Surviving entity assumes all the employees, contracts, commitments, assets and liabilities of EHI at the Effective Time.

5. Other Transactions. It is contemplated that simultaneously with this Merger, there shall occur a contribution to LCI of the issued and outstanding shares of Lanzo Holding Company f/k/a Lanzo Companies, Inc., held by the Quirino D'Alessandro, Sr. Trust representing a 55% equity ownership. Also, it is contemplated that the issued and outstanding shares of Lanzo Trenchless Technologies-South d/b/a Lanzo Lining Services, a Florida corporation and the issued and outstanding shares of Lanzo Trenchless Technologies-North d/b/a Lanzo Lining Services, Inc.-Michigan, a Michigan corporation, will also be contributed to LCI in an exchange intended to qualify under Section 351 of the Internal Revenue Code of 1986.



IN WITNESS WHEREOF, the Parties have executed this agreement to be effective on  
January 1, 2016 at 12:01 am.

LANZO COMPANIES, INC.  
A Florida corporation

By:   
Giuseppe D'Alessandro

Its: President

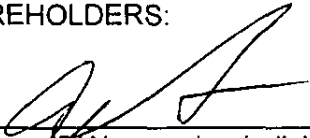
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CLERK OF DISTRICT COURT  
JAN 19 2016  
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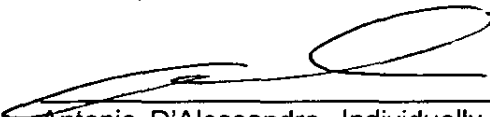
EQUITY HOLDINGS CO.  
A Michigan corporation

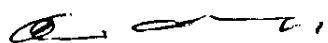
By:   
Giuseppe D'Alessandro

Its: President

SHAREHOLDERS:

  
Giuseppe D'Alessandro, individually and as Trustee  
of the Quirino D'Alessandro Trust

  
Antonio D'Alessandro, Individually and as Trustee  
of the Antonio D'Alessandro Trust

  
Quirino D'Alessandro, Jr., individually and as  
Trustee of the Quirino D'Alessandro, Jr. Trust

  
Rosemarie Torres