

P16000002642

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Special Instructions to Filing Officer:

Mr. Paulich gave authorization
to correct effective date in
the Plan of Merger, Section 9.

Office Use Only



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01/04/16--01037--032 **140.00

effective date 01/12/16

Merger

FILED
16 JAN -4 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 13 2016

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HEPCO, 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:

John Paulich III, Esq.

Contact Person

GrayRobinson, P.A.

Firm/Company

8889 Pelican Bay Boulevard North, Suite 400

Address

Naples, Florida 34108

City/State and Zip Code

john.paulich@gray-robinson.com

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

For further information concerning this matter, please call:

John Paulich III

Name of Contact Person

At (239) 598-3601

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

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16 JAN -4 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF A
NEW JERSEY PROFIT CORPORATIONS INTO
HEPCO, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of section 607.1105 of the Florida Statutes, the undersigned Florida corporations adapt the following articles of merger for the purpose of merging them into one of such corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

HEPCO, INC., a New Jersey corporation (the "disappearing corporation"); and

HEPCO, INC., a Florida corporation (the "surviving corporation").

2. The name of the surviving corporation is HEPCO, INC., with a principal address of 160 Pehle Avenue, Suite 202, Saddle Brook, NJ 07663-5295, and it is to be governed by the laws of the State of Florida.

3. The Plan of Merger, a copy of which is attached hereto and incorporated herein, was approved by the shareholders of the undersigned disappearing corporation and surviving corporation on December 29, 2015, in the manner prescribed by the Florida General Corporation Act.

4. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Name of Corporation	Number of Shares Outstanding
HEPCO, INC., a New Jersey Corporation F97-2920	100 Class A Voting
HEPCO, INC., a Florida Corporation P16-2642	1 Class A Voting

5. As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against
HEPCO, INC., a New Jersey Corporation	100	0
HEPCO, INC., a Florida Corporation	1	0

6. The effective date of the merger shall be January 12, 2016.

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TALLAHASSEE, FLORIDA

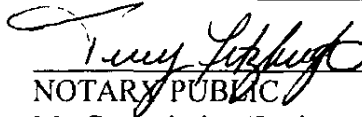
Dated: December 29, 2015.

HEPCO, INC., a New Jersey Corporation

By: 
David B. du Pont, its President

STATE OF New Jersey
COUNTY OF Bergen

The foregoing instrument was acknowledged before me this December 29, 2015 by David B. du Pont, as President of HEPCO, INC., a New Jersey Corporation, who is ___ personally known by me or ___ has produced the following identification _____.

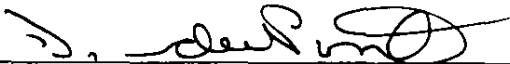

NOTARY PUBLIC
My Commission Expires:

SEAL

TERRY A. FITZHUGH
A Notary Public of New Jersey
My Commission Expires October 29, 2018

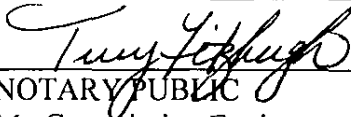
Dated: December 29, 2015.

HEPCO, INC., a Florida Corporation

By: 
David B. du Pont, its President

STATE OF New Jersey
COUNTY OF Bergen

The foregoing instrument was acknowledged before me this December 29, 2015 by David B. du Pont, as President of HEPCO, INC., a Florida Corporation, who is ___ personally known by me or ___ has produced the following identification _____.


NOTARY PUBLIC
My Commission Expires:

SEAL

TERRY A. FITZHUGH
A Notary Public of New Jersey
My Commission Expires October 29, 2018

PLAN OF MERGER

HEPCO, INC. is a corporation organized and existing under the laws of the State of Florida, effective January 1, 2016, with its principal office at 160 Pehle Avenue, Suite 202, Saddle Brook, New Jersey 07663-5295 ("HEPCO FLORIDA").

HEPCO FLORIDA has a capitalization of One Thousand (1,000) authorized shares of Class A Common Stock - Voting and Nine Thousand (9,000) authorized shares of Class B Common Stock - Non-Voting, of which one (1) share of Class A stock is issued and outstanding.

HEPCO, INC. is a corporation organized and existing under the laws of the State of New Jersey, with its principal office at 160 Pehle Avenue, Suite 202, Saddle Brook, New Jersey 07663-5295 ("HEPCO NJ").

HEPCO NJ has a capitalization of One Thousand (1,000) authorized shares of Class A voting shares of One Dollar (\$1.00) par value stock, of which one hundred (100) shares are issued and outstanding.

HEPCO NJ has a capitalization of Nine Thousand (9,000) authorized shares of Class B non-voting shares of One Dollar (\$1.00) par value stock, of which five hundred twenty-one (521) shares are issued and outstanding.

HEPCO NJ and its shareholders, David B. du Pont and David K. Elwell have entered into a Shareholders Agreement dated June 28, 1993, and subsequently amended on July 26, 2011 and December 10, 2010 ("Shareholder Agreement").

The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that HEPCO NJ be merged into HEPCO FLORIDA pursuant to the provisions of Section 607.1104 of the Florida Statutes.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

1. Merger. HEPCO NJ, the disappearing corporation, shall merge with and into HEPCO FLORIDA, which shall be the surviving corporation.

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

3. Conversion of Shares. The manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation is as follows:

(a) Each share of the Class A voting stock of HEPCO NJ issued and outstanding on the effective date of the merger shall be surrendered to HEPCO FLORIDA by the shareholders.

(b) For each share of the Class A voting stock of HEPCO NJ surrendered on the effective

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TALLAHASSEE
SECRETARY OF STATE

date of the merger, one (1) share of Class A voting stock of HEPCO FLORIDA, shall be issued to the surrendering shareholder.

(c) Each share of the Class B non-voting stock of HEPCO NJ issued and outstanding on the effective date of the merger shall be surrendered to HEPCO FLORIDA by the shareholders.

(d) For each share of the Class B non-voting stock of HEPCO NJ surrendered on the effective date of the merger, one (1) share of Class B non-voting stock of HEPCO FLORIDA, shall be issued to the surrendering shareholder.

(e) Each share of Class A voting stock of HEPCO FLORIDA issued and outstanding on the effective date of the merger shall be surrendered to HEPCO FLORIDA by the shareholder.

(f) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the disappearing corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(g) Holders of certificates of common stock of the disappearing corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

(h) The Shareholder Agreement shall continue to be in effect for the shareholders and the surviving corporation.

4. *Changes in Articles of Incorporation.* The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. *Changes in Bylaws.* The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. *Directors and Officers.* The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. *Prohibited Transactions.* Neither of the constituent corporations shall prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the constituent corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. *Approval by Shareholders.* This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of

Florida at meetings to be held on or before December 29, 2015, or at such other time as to which the boards of directors of the constituent corporations may agree.

9. Effective Date of Merger. The effective date of this merger shall be January 12, 2016.

10. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the disappearing corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the disappearing corporation on or before December 29, 2015; or

(b) If, in the judgment of the board of directors of either the surviving or the disappearing corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.


Executed on behalf of the parties by their officers, sealed with their corporate seal, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors.

*****Signature Page Follows*****

Dated: December 29, 2015.

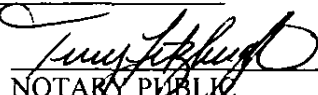
HEPCO, Inc., a Florida corporation

By: 
David B. du Pont, its President

Attested to By: 
David B. du Pont, its Secretary

STATE OF New Jersey
COUNTY OF Bergen

The foregoing instrument was acknowledged before me this December 29, 2015 by David B. du Pont, as President of HEPCO, Inc., a Florida corporation, who is ___ personally known by me or ___ has produced the following identification _____

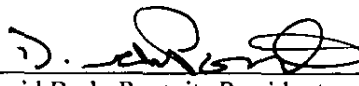

NOTARY PUBLIC
My Commission Expires:

SEAL

TERRY A. FITZHUGH
A Notary Public of New Jersey
My Commission Expires October 29, 2018

Dated: December 29, 2015.

HEPCO, Inc., a New Jersey corporation

By: 
David B. du Pont, its President

Attested to By: 
David B. du Pont, its Secretary

STATE OF New Jersey
COUNTY OF Bergen

The foregoing instrument was acknowledged before me this December 29, 2015 by David B. du Pont, as President of HEPCO, Inc., a New Jersey corporation, who is ___ personally known by me or ___ has produced the following identification _____


NOTARY PUBLIC
My Commission Expires:

SEAL

TERRY A. FITZHUGH
A Notary Public of New Jersey
My Commission Expires October 29, 2018

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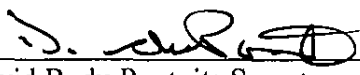
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**CERTIFICATE AS TO ADOPTION OF
PLAN OF MERGER BY DIRECTORS
HEPCO, INC.,
A NEW JERSEY CORPORATION**

This is to certify that the attached Plan of Merger between Hepco, Inc., a New Jersey corporation, and Hepco, Inc., a Florida corporation, has been adopted by the directors of Hepco, Inc., a New Jersey corporation, pursuant to Section 607.1104 of the Florida Statutes.


Dated this December 29, 2015.

Hepco, Inc., a New Jersey corporation

By: 
David B. du Pont, its Secretary

STATE OF New Jersey
COUNTY OF Bergen

I do hereby certify that on December 29, 2015, personally appeared before me, David B. du Pont, who, being duly sworn, declared that he is the Secretary of Hepco, Inc., a New Jersey corporation, that he signed the foregoing document as Secretary of the Corporation, and that the statements therein contained are true.


NOTARY PUBLIC

My Commission Expires:

SEAL

TERRY A. FITZHUGH
A Notary Public of New Jersey
My Commission Expires October 29, 2018


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16 JAN -4
SECRETARY
TALLAHASSEE

**CERTIFICATE AS TO ADOPTION OF
PLAN OF MERGER BY DIRECTORS
HEPCO, INC.,
A FLORIDA PROFIT CORPORATION**

This is to certify that the attached Plan of Merger between Hepco, Inc., a New Jersey corporation, and Hepco, Inc., a Florida corporation has been adopted by the directors of Hepco, Inc., a Florida corporation pursuant to Section 607.1104 of the Florida Statutes.


Dated this December 29, 2015.

Hepco, Inc., a Florida corporation

By: 
David B. du Pont, its Secretary

STATE OF New Jersey
COUNTY OF Bergen

I do hereby certify that on December 29, 2015, personally appeared before me David B. du Pont, who, being duly sworn, declared that he is the Secretary of Hepco, Inc., that he signed the foregoing document as Secretary of the Corporation, and that the statements therein contained are true.


NOTARY PUBLIC
My Commission Expires:

SEAL

TERRY A. FITZHUGH
A Notary Public of New Jersey
My Commission Expires October 29, 2018