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MERGER OR SHARE EXCHANGE D&D Garage Doors of Naples, Inc.

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**ARTICLES OF MERGER OF
D&D GARAGE DOORS OF COLLIER COUNTY, INC.
INTO
D&D GARAGE DOORS OF NAPLES, INC.**

The following Articles of Merger are submitted to merge the following entities in accordance with Section 607.1105, Florida Statutes.

- 1) The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
D&D GARAGE DOORS OF NAPLES, INC.	FL	P22000005521

- 2) The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
D&D GARAGE DOORS OF COLLIER COUNTY, INC.	FL	P24000035880

- 3) The Plan of Merger is attached.

- 4) The merger shall become effective on January 1, 2025.

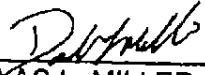
- 5) The Plan of Merger was adopted by all of the shareholders and directors of the surviving corporation.


- 6) The Plan of Merger was adopted by all of the shareholders and directors of the merging corporation.

Dated: 12/24, 2024.

D&D GARAGE DOORS
OF COLLIER COUNTY, INC.,
a Florida corporation

D&D GARAGE DOORS
OF NAPLES, INC.,
a Florida corporation

By: 
DALLAS L. MILLER
As Its: President

By: 
DALLAS L. MILLER
As Its: President

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PLAN OF MERGER

THIS PLAN OF MERGER dated December 26, 2024, with an effective date of January 1, 2025, by and between D&D GARAGE DOORS OF NAPLES, INC., a Florida corporation (hereinafter referred to as "Surviving Corporation"), and D&D GARAGE DOORS OF COLLIER COUNTY, INC., a Florida corporation (hereinafter referred to as "Merging Corporation").

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1177 Cattlemen Rd, Sarasota, FL 34232;

WHEREAS, Merging Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3873 Davis Blvd, Naples, FL 34104;

WHEREAS, the Board of Directors of the Merging Corporation and the Board of Directors of the Surviving Corporation deem it desirable and in the best interests of the entities and their owners that the Merging Corporation be merged into the Surviving Corporation pursuant to the provisions of Sections 607.1101 *et seq.* of the Florida Business Corporation Act, in order that the transaction qualifies as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

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SECTION ONE - MERGER

The Merging Corporation shall merge with and into the Surviving Corporation. The name of the Surviving Corporation shall be D&D GARAGE DOORS OF NAPLES, INC., a Florida corporation.

SECTION TWO - TERMS AND CONDITIONS

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

SECTION THREE - CONVERSION OF SHARES

The manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation is as follows:

(a) Each share of the \$1.00 par value common stock of the Merging Corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of the \$1.00 par value common stock of the Surviving Corporation, which common stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) 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 Merging Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such

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manner as the Surviving Corporation shall legally require. One (1) share of the \$1.00 par value common stock of the Surviving Corporation shall be issued for each one (1) share of the \$1.00 par value common stock of the Merging Corporation surrendered in exchange therefor.

(c) Following the conversion, DALLAS L. MILLER, as trustee of THE DALLAS L. MILLER TRUST, dated February 7, 2005, will own one hundred percent (100%) of the stock of the Surviving Corporation.

SECTION FOUR - STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Corporation will continue to be treated as an S corporation under the Internal Revenue Code of 1986, as amended. When the Merging Corporation, an S corporation, shall cease on the effective date of the merger, the taxable year of the Merging Corporation will end. The Surviving Corporation shall succeed to all corporate tax liabilities of the Merging Corporation.

SECTION FIVE - 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.

SECTION SIX - CHANGES IN BYLAWS

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION SEVEN - BOARD OF DIRECTORS

The Board of Directors of the Surviving Corporation shall consist of a minimum of one (1) person. The Board of Directors of the Surviving Corporation on the effective date of the merger shall be the following person, who shall serve until the next annual meeting of

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the Surviving Corporation or until his successor has been duly elected or appointed and qualified:

DALLAS L. MILLER

SECTION EIGHT - PROHIBITED TRANSACTIONS

Neither of the constituent entities 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 Merging Corporation may pay regular quarterly dividends on its outstanding common shares and the Surviving Corporation may pay regular quarterly distributions on its outstanding common shares, and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION NINE - APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted for the approval of the shareholders of the constituent entities in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 24, 2024, or at such other time as to which the Boards of Directors of the Merging Corporation and the Surviving Corporation may agree.

SECTION TEN - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be January 1, 2025.

SECTION ELEVEN - ABANDONMENT OF MERGER

This Plan of Merger may be abandoned by actions of the Board of Directors of the Merging Corporation or the Surviving Corporation at any time prior to the effective date, if

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the merger is not approved by the shareholders of either the Surviving Corporation or the Merging Corporation on or before December 24, 2024.

SECTION TWELVE - EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers (if applicable), sealed with their corporate seals (if applicable), and attested by their respective secretaries (if applicable), pursuant to the authorization of the Board of Directors of the Merging Corporation and the Surviving Corporation on the date first above written.

[SIGNATURES ON FOLLOWING PAGE]

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GARAGE DOORS OF NAPLES, INC.,
a Florida corporation,

(Corporate Seal)

By: 
DALLAS L. MILLER
As Its: President


Attest:

By: 
DALLAS L. MILLER
As Its: Secretary


"Surviving Corporation"

D&D GARAGE DOORS OF
COLLIER COUNTY, INC.,
a Florida corporation,

(Corporate Seal)

By: 
DALLAS L. MILLER
As Its: President

Attest:

By: 
DALLAS L. MILLER
As Its: Secretary

"Merging Corporation"