

P93000025478

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

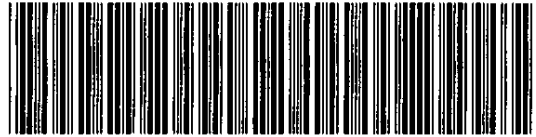
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200138503652

12/11/08--01035--022 **70.00

FILED

2008 DEC 11 PM 12:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
Tew's
12-18-08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Mason Plastics Co.

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Jennifer Doherty

(Contact Person)

Grant, Konvalinka & Harrison, P.c.

(Firm/Company)

633 Chestnut Street, Suite 900

(Address)

Chattanooga, TN 37450-0900

(City/State and Zip Code)

For further information concerning this matter, please call:

Jennifer Doherty

(Name of Contact Person)

At (423) 756-8400

(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
OF
MASON PLASTICS, CO.,
A FLORIDA CORPORATION
AND
MASON PLASTICS CO.,
A TENNESSEE CORPORATION**

FILED
2008 DEC 11 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:

(I) Mason Plastics, Co., which was organized under the laws of the State of Florida; and incorporated in that state on April 2, 1993.

(II) Mason Plastics Co., which is organized under the laws of the State of Tennessee on the 20th day of November, 2008.

2. A Plan of Merger has been approved, and executed by each of the aforesaid constituent entities, to wit, by Mason Plastics Co. in accordance with the laws of the State of Florida and by Mason Plastics Co. in the same manner as is provided in the Tennessee Business Corporation Act and a copy of the Plan of Merger is attached hereto and made a part hereof.

3. The name of the surviving corporation in the merger herein certified is Mason Plastics Co., a Tennessee corporation, which will continue its existence as said surviving corporation on the effective date of said merger pursuant to the provisions of the Tennessee Business Corporation Act and whose principal office is at:

214 Creasman Drive
Winchester, Tennessee 37398

4. The executed Plan of Merger between the aforesaid constituent business entities is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

214 Creasman Drive
Winchester, Tennessee 37398

5. A copy of the aforesaid Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any shareholder of the extinguishing foreign corporation or any shareholder of the Tennessee corporation.

6. The effective date of the merger is January 1, 2009.

Executed on this 26th day of November, 2008.

MASON PLASTICS CO.
(a Florida profit-corporation)

By: Russell Man
Title: Secretary

MASON PLASTICS CO.
(a Tennessee profit-corporation)

By: Russell Man
Title: Secretary

PLAN OF MERGER

This Plan of Merger dated this the 26th day of November, 2008, by and between Mason Plastics Co., a Tennessee corporation; and Mason Plastics, Co., a Florida corporation being hereinafter sometimes referred to individually as the "Constituent Corporation" and collectively as the "Constituent Corporations").

WITNESSETH:

WHEREAS, Mason Plastics, Co., a Florida corporation, wishes to change the state of its incorporation by merging with the Tennessee corporation as its principal place of business will no longer be in the State of Florida;

WHEREAS, Mason Plastics Co. is a Tennessee corporation without assets that has been formed for the purpose of enabling Mason Plastics, Co., a Florida corporation, to change its state of incorporation;

WHEREAS, the sole stockholder and sole director of Mason Plastics, Co., a Florida corporation, is also the same sole shareholder and sole director of Mason Plastics Co., a Tennessee corporation,

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained and for the purpose of setting forth the terms and conditions of said merger, the sole stockholder and sole director of the Constituent Corporations, have agreed to and hereby adopt the following plan of merger:

The following Plan of Merger is submitted in compliance with section 607.1101, of the Florida Statutes, and in accordance with Title 48, Chapter 21 of the Tennessee Code Annotated.

FIRST: The name of the surviving corporation is Mason Plastics Co., a Tennessee for-profit corporation, (the "Surviving Corporation").

SECOND: The name of the merging corporation is Mason Plastics, Co., a Florida for-profit corporation.

THIRD: As of the Effective Date, as hereinafter defined, the Constituent Corporations shall be a single corporation, which shall be Mason Plastics Co., a Tennessee corporation, and is designated herein as the Surviving Corporation. The separate existence of Mason Plastics, Co., a Florida corporation, shall cease. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and

franchises as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation; and all and singular, the rights, privileges powers and franchises of each Constituent Corporation, and all property, real, personal and mixed, as well as all other things in action or belonging to each Constituent Corporation shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger. Any action or proceeding whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

FOURTH: All corporate acts, plans, policies, contracts, approvals and authorizations of the Florida Corporation and its shareholders, board of directors, committees, elected or appointed by the Board of Directors, committees elected or appointed by the Board of Directors, Officers and Agents, which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding as the same were with respect to the Florida Corporation.

FIFTH: The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such Constituent Corporation subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the merger.

SIXTH: The Board of Directors and the Officers of the Florida Corporation as of the Effective Date shall be:

Russell Mason – Sole Director and Secretary-Treasurer
William Mason – President

SEVENTH: Each share of the Florida Corporation stock outstanding at the Effective Date shall be and shall constitute the shares issued and outstanding of the Surviving Corporation without any further action on the part of the holder thereof. After the Effective Date, each holder of an outstanding certificate or certificates which, prior thereto, represented shares of the Florida Corporation shall be entitled, upon surrender thereof to receive in exchange therefor a certificate or certificates representing the same number of whole shares of the Surviving Corporation into or for which his shares have been converted or exchanged.

EIGHTH: The Certificate of Incorporation of the Surviving Corporation shall become effective, and be and constitute the Certificate of Incorporation of the Surviving Corporation until amended in the manner provided by law.

NINTH: The Bylaws of the Surviving Corporation as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective be and constitute the bylaws of the Surviving Corporation until amended in the manner provided by law.

TENTH: The undersigned, constituting the sole shareholder and sole director of each of the Constituent Corporations waives any and all notice and each of the corporations is herein authorized to execute this Plan of Merger to be filed in the office of the appropriate office of the Secretary of State with an Effective Date of January 1, 2009.

ELEVENTH: For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof, may be executed, and each such counterpart shall be deemed to be an original instrument.

TWELFTH: This plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

26th IN WITNESS WHEREOF, the parties have executed this Plan as of this the day of November, 2008.

MASON PLASTICS, CO.
(a Florida corporation)

By: Russell Mason
Russell Mason, Sole Shareholder,
Sole Director and Secretary

MASON PLASTICS CO.
(a Tennessee corporation)

By: Russell Mason
Russell Mason, Sole Shareholder,
Sole Director and Secretary