

Document Number Only

P93000028465

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Merger &

Norcom Admixure Inc. Name

merged:

Charge

Norchem Concrete Products, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

- ☐ Amendment
☐ Dissolution/Withdrawal

☒ Merger

- ☐ Limited Partnership
☐ Reinstatement

- ☐ Annual Report
☐ Reservation

- ☐ Other
☐ Change of R.A.
☐ Fictitious Name Filing

☒ Certified Copy

☐ Photo Copies

☐ CUS

- ☐ Call When Ready
☒ Walk In
☐ Mail Out

- ☐ Call if Problem
☐ Will Wait

☐ After 4:30
☒ Pick-Up

Name	
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Acknowledgment	POH
W.P. Verifier	POH

AUG 13 1997

File First

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OFFICE OF CORPORATION

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97 AUG 13 PM 1:59
TALLAHASSEE, FLORIDA

P93000028 465

ARTICLES OF MERGER
Merger Sheet

MERGING:

NORCHEM CONCRETE PRODUCTS, INC., a New York corporation not
authorized to transact business in Florida

INTO

NORCON ADMIXTURE, INC. which changed its name to

NORCHEM, INC., a Florida corporation, P93000028465

File date: August 13, 1997

Corporate Specialist: Annette Hogan

DOMESTIC CORPORATION AND FOREIGN CORPORATION
ARTICLES OF MERGER

FILED
AUG 13 PM 2:00
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of corporation

State/country of incorporation

Norcon Admixture, Inc.

Florida

Norchem Concrete Products, Inc.

New York

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 of the Florida Business Corporation Act if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 of the Florida Business Corporation Act and, if it is the surviving corporation of the merger, with Section 607.1105 of the Florida Business Corporation Act.

FOURTH: The plan of merger is set forth as Exhibit A hereto.

FIFTH: The effective date of the certificate of merger shall be upon filing of the Articles of Merger with the Secretary of State of Florida.

SIXTH: The plan of merger was adopted by the shareholders of Norchem Concrete Products, Inc. the 31st day of July, 1997, and was adopted by the shareholders of Norcon Admixture, Inc. on the 31st day of July, 1997.

Signed this 31st day of July, 1997.

NORCON ADMIXTURE, INC.
By: [Signature]
John Wolsiefer, Sr., President

NORCHEM CONCRETE PRODUCTS, INC.
By: [Signature]
John Wolsiefer, Sr., President

EXHIBIT A

PLAN OF MERGER

PLAN OF MERGER entered into this 31st day of July, 1997 between Norcon Admixture, Inc., a Florida corporation ("Norcon"), and Norchem Concrete Products, Inc., a New York corporation ("Norchem").

RECITALS:

WHEREAS, the authorized capital stock of Norcon consists of 1,000 shares of Common Stock, \$1.00 par value per share ("Norcon Common Stock"), 200 of which are issued and outstanding as of the date hereof; and

WHEREAS, the authorized capital stock of Norchem consists of 200 shares of Common Stock, with out par value ("Norchem Common Stock"), 200 of which are issued and outstanding and held by Norcon as of the date hereof; and

WHEREAS, the parties deem it advisable and in the best interests of such corporations and their shareholders that Norchem be merged with and into Norcon (the "Merger") in accordance with the provisions of the Florida Business Corporation Act ("FBCA") and the New York Business Corporation Law ("NYBCL") and desire to state herein the mode of carrying the same into effect and certain other details and provisions of the Merger;

NOW, THEREFORE, in consideration of the premises and the agreements herein contained, the parties agree as follows:

1. Constituent Corporations and Merger. Norchem shall be merged into Norcon and Norcon shall be the surviving corporation (the "Surviving Corporation").

2. Surviving Corporation.

(a) The name by which the Surviving Corporation shall be known is: Norcon Admixture, Inc.

(b) That, as soon as the Merger shall become effective, the Surviving Corporation change its name to Norchem, Inc. and that the Articles of Incorporation of the Surviving Corporation be amended to reflect such name change.

(c) The corporate purposes of the Surviving Corporation shall be the purposes set forth in the Certificate of Incorporation of Norcon.

(d) The Certificate of Incorporation and By-Laws of the Surviving Corporation shall be the Certificate of Incorporation and By-Laws of Norcon.

(e) The officers and directors of the Surviving Corporation shall be those of Norcon on the date hereof.

3. Effective Time. The Merger shall become effective when the Certificate of Merger and the Articles of Merger are filed in the Offices of the Secretary of State of Florida and the Secretary of State of New York, respectively (the "Effective Time").

4. Effect of Merger. From and after the Effective Time, the effect of the Merger shall be as provided in Section 607.1107 of the FBCA and Section 907 of the NYBCL, including the following: (i) the separate corporate existence of Norchem shall cease and all of its assets, property, rights and powers as well as all debts due it and all choses in action belonging to it shall be transferred to and vested in the Norcon as the Surviving Corporation without further act or deed; and (ii) Norcon as the Surviving Corporation shall continue in existence and retain all of its assets, property, leasehold interests, rights and powers as well as all debts due it and all choses in action belonging to it without impairment; and, further, the rights of creditors of Norchem, lessors of property leased by Norchem and parties contracting with Norchem shall not in any manner be impaired by the Merger, and Norcon as the Surviving Corporation shall remain liable for all of its liabilities and obligations existing prior to the Effective Time and shall be deemed to have assumed the obligations of Norchem existing prior to the Effective Time to the same extent as if Norcon had itself incurred such obligations.

5. Further Assurance. If at any time Norchem shall consider or be advised that any acknowledgments or further assurances or assignments in law or other similar actions are necessary or desirable to acknowledge, confirm, vest or perfect in and to the Surviving Corporation any rights, title or interests of Norchem, or otherwise to carry out the provisions hereof, Norchem and its respective officers and directors shall and will execute and deliver any and all such acknowledgments, assurances or assignments in law, and do all things necessary or proper to acknowledge, confirm, vest or perfect such rights, title or interests in the Surviving Corporation, and to otherwise carry out the provisions of this Agreement.

6. Statutory Agent. From and after the Effective Time, until thereafter changed as permitted by law, the Secretary of State of Florida shall serve as the statutory agent of the Surviving Corporation upon whom any process, notice or demand against either Norchem or the Surviving Corporation may be served for any prior obligations for so long as any liability remains outstanding against Norchem or the Surviving Corporation in the State of Florida.

7. Conversion of Shares.

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share, if any, of Norchem Common Stock issued and outstanding shall be converted into and be deemed to become one share of Norcon Common Stock.

(b) From and after the Effective Time, each certificate theretofore representing shares of issued and outstanding Norchem Common Stock, if any, upon surrender to Norcon, shall entitle the holder to receive in exchange therefor a certificate or certificates representing the number of shares of Norcon Common Stock, into which the stock theretofore represented by the certificate so surrendered shall have been converted in accordance with the paragraph above.

(c) Each share, if any, of capital stock held in Norchem's treasury at the Effective Time shall automatically be cancelled.

(d) At the Effective Time, the 200 shares of Norchem Common Stock presently issued and outstanding and held by Norcon shall be cancelled.

8. Dissenter's Rights. Any holder of record of shares of Norchem's capital stock who shall, at or before the taking of the vote of Norchem stockholders to adopt this Plan of Merger and the Merger contemplated hereby, have filed with Norcon written objection and not have

voted for the Merger and who shall have, after the taking of such vote, properly demanded payment for such shares in accordance with Section 607.1302 of the FBCA, shall not thereafter have any rights as a stockholder except as provided in Section 607.1320 of the FBCA.

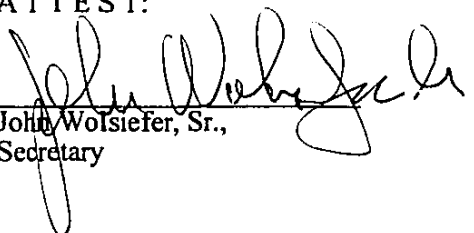
9. Abandonment. This Plan of Merger may be terminated and the Merger abandoned by the mutual consent of the Boards of Directors of Norcon and Norchem at any time prior to the filing date with the Florida Secretary of State and the New York Secretary of State, whether or not at the time of such termination and abandonment this Agreement has been adopted by the stockholders of Norchem.

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to execute this Plan of Merger effective as of the date first above written.

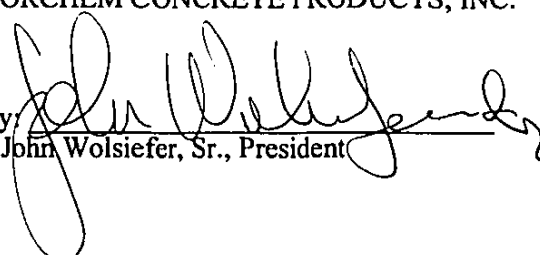
NORCON ADMIXTURE, INC.

By: 
John Wolsiefer, Sr., President

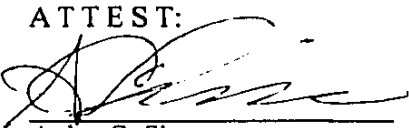
ATTEST:


John Wolsiefer, Sr.,
Secretary

NORCHEM CONCRETE PRODUCTS, INC.

By: 
John Wolsiefer, Sr., President

ATTEST:

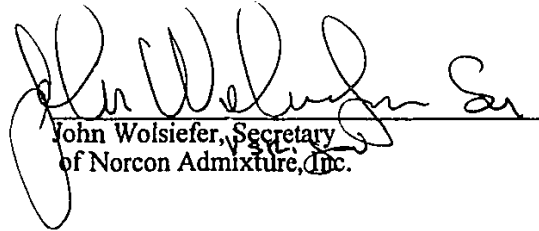

Arden C. Sims,
Secretary

24-July-97

CERTIFICATE OF SECRETARY OF
NORCON ADMIXTURE, INC.

The undersigned, being the Secretary of Norcon Admixture, Inc., a Florida corporation, does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of shareholders, and the shareholders entitled to vote consented in writing, pursuant to the provisions of Section 607.0704 of the Florida Business Corporation Act, to the adoption of the foregoing Plan of Merger.

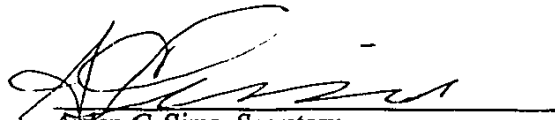
Dated: July 31st, 1997


John Wolsiefer, Secretary
of Norcon Admixture, Inc.

CERTIFICATE OF SECRETARY OF
NORCHEM CONCRETE PRODUCTS, INC.

The undersigned, being the Secretary of Norchem Concrete Products, Inc., a New York corporation, does hereby certify that the holders of all outstanding shares of stock of said corporation dispensed with a meeting and vote of shareholders and the shareholders entitled to vote consented in writing, pursuant to the provisions of Section 615 of the New York Business Corporation Law, to the adoption of the foregoing Plan of Merger.

Dated: July 31, ~~1997~~


Arden C. Sims, Secretary
of Norchem Concrete Products, Inc.

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