

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
BUILDER SERVICES GROUP, INC.**

Certificate of Status	0
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Page Count	12
Estimated Charge	\$85.00

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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Williams Consolidated</u> <u>I, LTD</u>	<u>Texas</u>	<u>Limited Partnership</u>
<u>Williams Consolidated</u> <u>Delaware, LLC</u>	<u>Delaware</u>	<u>Limited Liability Company</u>

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Builder Services Group, Inc.</u>	<u>Florida</u>	<u>Corporation</u>

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

January 1, 2014

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH: Signature(s) for Each Party:**

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>See Exhibit A</u>		

- Corporations: Chairman, Vice Chairman, President or Officer  
*(If no directors selected, signature of incorporator.)*
- General Partnerships: Signature of a general partner or authorized person
- Florida Limited Partnerships: Signatures of all general partners
- Non-Florida Limited Partnerships: Signature of a general partner
- Limited Liability Companies: Signature of a member or authorized representative

**Fees: \$35.00 Per Party**

**Certified Copy (optional): \$8.75**

**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Williams Consolidated I, Ltd	Texas	Limited Partnership
Williams Consolidated Delaware, LLC	Delaware	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Builder Services Group, Inc.	Florida	Corporation

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

See Exhibit B

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*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

**See Exhibit B**

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

**See Exhibit B**

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*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

**N/A**

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

**N/A**

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*(Attach additional sheet if necessary)*

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

**See Exhibit B**

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

**See Exhibit B**

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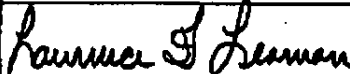
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*(Attach additional sheet if necessary)*

**EXHIBIT A  
TO ARTICLES OF MERGER  
OF BUILDER SERVICES GROUP, INC.**

**EIGHTH: Signatures for each party**

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
Builder Services Group, Inc.		Kenneth G. Cole Its: Vice President & Secretary
Williams Consolidated I, Ltd.		Kenneth G. Cole Its: Vice President & Secretary of Builder Services Group, Inc. Its General Partner
Williams Consolidated Delaware, LLC		Lawrence F. Leaman Its: Manager

**EXHIBIT B  
TO ARTICLES OF MERGER  
OF BUILDER SERVICES GROUP, INC.**

**PLAN OF MERGER**

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

1. Williams Consolidated I, Ltd., a Texas limited partnership and Williams Consolidated Delaware, LLC, a Delaware limited liability company (collectively, the "Merging Companies"), and Builder Services Group, Inc., a Florida corporation (the "Surviving Corporation"), shall on the effective date be merged into a single corporation in accordance with the applicable provisions of the Florida Business Corporation Act and the provisions of the laws of the States of Delaware and Texas by the Merging Companies merging with and into the Surviving Corporation, which shall be the surviving corporation.

2. The separate existence of the Merging Companies shall cease on the effective date and the existence of the Surviving Corporation shall continue unaffected and unimpaired by the merger with all of the rights, privileges, immunities and powers and subject to all of the duties and liabilities of a corporation organized under the Florida Business Corporation Act.

3. Simultaneously with the merger becoming effective, the Articles of Incorporation of the Surviving Corporation shall be amended and restated and shall become the Amended and Restated Articles of Incorporation of the Surviving Corporation until the same shall be altered or amended as therein provided or as provided by law.

4. Simultaneously with the merger becoming effective, the Bylaws of the Surviving Corporation shall be and remain the Bylaws of the Surviving Corporation until altered, amended or repealed as therein provided or as provided by law.

5. The directors and officers of the Surviving Corporation in office on the effective date shall continue in office and shall constitute the directors and officers of the Surviving Corporation for the term elected or appointed and qualified. Should a vacancy on the Board of Directors or any office of the Surviving Corporation exist on the effective date, such vacancy may be filled in the manner provided by the Bylaws of the Surviving Corporation.

6. The merger shall become effective on January 1, 2014.

**FOURTH:**

A. The manner of basis of converting the interests, shares, obligations or other securities of each merged party into the interest, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each Partnership Interest of Williams Consolidated I, Ltd., issued and outstanding at the effective date of the merger, and all rights in respect thereof shall, by virtue of the merger and without any action on the part of the holder of such Partnership Interest, no longer be outstanding and shall be cancelled and retired and cease to exist without consideration, and shall not be converted into stock of the Surviving Corporation or the right to receive cash or any other consideration.

Each Membership Interest of Williams Consolidated Delaware, LLC issued and outstanding at the effective date of the merger, and all rights in respect thereof shall, by virtue of the merger and without any action on the part of the holder of such Membership Interest, no longer be outstanding and shall be cancelled and retired and cease to exist without any consideration, and shall not be converted into stock of the Surviving Corporation or the right to receive cash or any other consideration.

Each Common Share of the Surviving Corporation issued and outstanding on the effective date of the merger, and each authorized and unissued share held and all rights in respect thereof shall, by virtue of the merger and without any action on the part of the holder thereof, continue to be issued and outstanding immediately after the effective date of the merger without alteration or change.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, in cash or other property is as follows:

Any rights to acquire interests, shares, obligations or other securities of the Merging Companies into rights to acquire interests, shares, obligations or other securities of the Surviving Corporation on the effective date of the merger, shall be cancelled, retired and cease to exist without any consideration, and shall not converted into stock of the Surviving Corporation or the right to receive cash or any other consideration.

**SEVENTH:** All statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

**TEXAS** The Plan of Merger was adopted by each domestic limited partnership party to the merger in accordance with § 10-001 Texas Business Organizations Code.

**DELAWARE** The Plan of Merger was adopted by each domestic limited liability party to the merger in accordance with § 18-209 of the Delaware General Corporation Law.

**EIGHTH:** Other provisions, if any, relating to the merger:

If the Plan of Merger is effected, shareholders dissenting therefrom may be entitled to be paid the fair value of their shares if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights.

**BUILDER SERVICES GROUP, INC.** hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.