

P 93000088397

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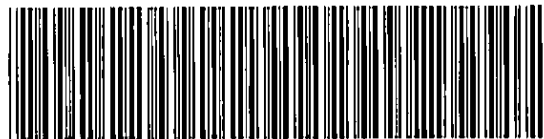
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CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312
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Date: 06/22/2018

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Name:	Builder Services Group, Inc. (FL)
Document #:	
Order #:	11037023

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
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Amount: \$ 70.00

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Builder Services Group, 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:

Walter Joe Jacumin, Jr.

Contact Person

Builder Services Group, Inc.

Firm/Company

475 N. Williamson Blvd.

Address

Daytona Beach, FL 32114

City/State and Zip Code

Suzanne.erdle@topbuild.com

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

For further information concerning this matter, please call:

Joe Jacumin

Name of Contact Person

At (386)

304-1327

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

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Builder Services Group, Inc.	Florida	793000088397

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
USI Legend Parent, Inc.	Delaware	

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 6 / 30 / 2018 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on June 18, 2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 18, 2018.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

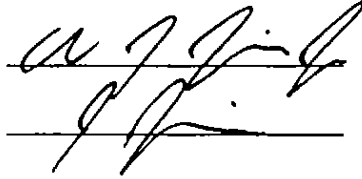
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Builder Services Group, Inc.



Walter Joe Jacumin, Jr., Secretary

USI Legend Parent, Inc.



Joe Jacumin, Secretary

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is made as of June 20, 2018 between Builder Services Group, Inc., a Florida corporation (the "Surviving Company"), and USI Legend Parent, Inc., a Delaware corporation (the "Disappearing Company"). The Surviving Company and the Disappearing Company are sometimes hereinafter jointly referred to as the "Constituent Companies".

Background Information

- A. The Constituent Companies, their jurisdictions of organization and their parent organizations are as follows:
1. Builder Services Group, Inc., is a corporation organized under the laws of Florida and a wholly owned subsidiary of TopBuild Support Services, Inc.
 2. USI Legend Parent, Inc., is a corporation organized under the laws of Delaware and a wholly owned subsidiary of TopBuild Support Services, Inc.
- B. The respective Boards of Directors of the Constituent Companies have reviewed the terms and conditions of the merger contemplated in this Agreement and have determined that it is advisable and in the best interest of their respective corporations and sole stockholders to cause the Disappearing Company to merge with and into the Surviving Company pursuant to the laws of the State of Florida and the State of Delaware, with the Surviving Company surviving the merger (the "Merger").

State of Agreement

The parties to this Agreement hereby acknowledge the accuracy of the above Background Information and agree as follows:

§ 1 The Surviving Company is organized under and exists under the laws of the State of Florida.

§ 2 The Disappearing Company is organized under the laws of the State of Delaware.

§ 3 At the time when the Merger becomes effective in accordance with the applicable laws of the States of Florida and Delaware on June 30, 2018 (the "Effective Time"), the Disappearing Company shall merge with and into the Surviving Company, and the Surviving Company shall be the only continuing and surviving company and shall continue to exist under Florida law. The name of the Surviving Company shall be "Builder Services Group, Inc."

§ 4 All of the issued and outstanding capital stock of the Disappearing Company are owned by the Surviving Company, and, at the Effective Time, all such capital stock of the Disappearing Company will be cancelled without consideration and shall cease to exist.

§ 5 The Merger shall become effective for tax and accounting purposes at the Effective Time.

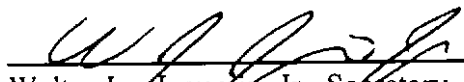
§ 6 Upon consummation of the Merger, (i) the Disappearing Company shall cease to exist as a separate entity, except as provided by law, and shall merge into the Surviving Company, and

the Surviving Company shall be the only continuing and surviving company; (ii) the Surviving Company shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of the Constituent Company; (iii) obligations belonging to or due to the Disappearing Company shall be vested in the Surviving Company without further act or deed, and the titles to any real estate vested by deed or otherwise in Disappearing Company shall be vested in the Surviving Company and shall not revert or be in any way impaired by reason of the Merger; (iv) all rights of creditors and all liens upon any property of the Disappearing Company shall be preserved unimpaired, and a proceeding pending against the Disappearing Company may be continued as if the Merger did not occur, or the Surviving Company may be substituted in the proceeding for the Disappearing Company; and (v) all debts, liabilities and duties of the Disappearing Company shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

§ 7 This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

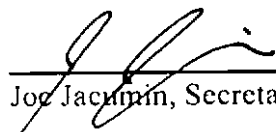
§ 8 This Agreement shall inure to the benefit of and be binding upon the respective successors and assigns (including successive, as well as immediate, successors and assigns) of the parties hereto.

Builder Services Group, Inc.



Walter Joe Jacurmin, Jr., Secretary

USI Legend Parent, Inc.



Joe Jacurmin, Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Builder Services Group, Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

USI Legend Parent, Inc.

Delaware

Third: The terms and conditions of the merger are as follows:

The terms are outlined in the Merger Agreement that was signed and approved by each party's board of directors and shareholders.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is Builder Services Group, Inc., a Florida corporation, and USI Legend Parent, Inc., a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is Builder Services Group, Inc., a FL corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

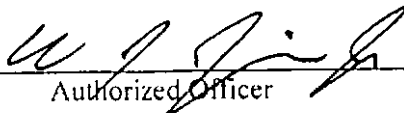
FIFTH: The merger is to become effective on June 30, 2018.

SIXTH: The Agreement of Merger is on file at 475 N. Williamson Blvd. Daytona Beach, FL 32114, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHT: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 475 N. Williamson Blvd. Daytona Beach, FL.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 20 day of June, A.D., 2018.

By: 
Authorized Officer

Name: Walter Joe Jacumin, Jr.
Print or Type

Title: Secretary