

**CAPITAL CONNECTION, INC.**

117 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-1870 • 1-800-342-8962 • Fax (850) 322-1222

P940000023438

Gims Craft Custom  
Products, Inc. (FL)  
into

Gims Craft Custom  
Products, Inc. CNC

700002918247--7

-06/29/99--01021--025

\*\*\*\*\*78.75 \*\*\*\*\*78.75

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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- FILED  
JUN 29 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA
- ☐ Art of Inc. File Merger
- ☐ LTD Partnership File \_\_\_\_\_
- ☐ Foreign Corp. File \_\_\_\_\_
- ☐ L.C. File \_\_\_\_\_
- ☐ Fictitious Name File \_\_\_\_\_
- ☐ Trade/Service Mark \_\_\_\_\_
- ☒ Merger File \_\_\_\_\_
- ☐ Art. of Amend. File \_\_\_\_\_
- ☐ RA Resignation \_\_\_\_\_
- ☐ Dissolution / Withdrawal \_\_\_\_\_
- ☐ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- ☐ Photo Copy \_\_\_\_\_
- ☐ Certificate of Good Standing \_\_\_\_\_
- ☐ Certificate of Status \_\_\_\_\_
- ☐ Certificate of Fictitious Name \_\_\_\_\_
- ☐ Corp Record Search \_\_\_\_\_
- ☐ Officer Search \_\_\_\_\_
- ☐ Fictitious Search \_\_\_\_\_
- ☐ Fictitious Owner Search \_\_\_\_\_
- ☐ Vehicle Search \_\_\_\_\_
- ☐ Driving Record \_\_\_\_\_
- ☐ UCC 1 or 3 File \_\_\_\_\_
- ☐ UCC 11 Search \_\_\_\_\_
- ☐ UCC 11 Retrieval \_\_\_\_\_
- ☐ Courier \_\_\_\_\_
- APR  
6/29/99

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SIMSCRAFT CUSTOM PRODUCTS, INC., a Florida corporation P94000023438

INTO

**SIMSCRAFT CUSTOM PRODUCTS, INC..** a North Carolina corporation not  
qualified in Florida

File date: June 29, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

99 JUN 29 PM 12:12  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1103 of the Florida Statutes, these Articles of Merger are entered into and adopted by and between **Simscraft Custom Products, Inc.**, a Florida corporation, and **Simscraft Custom Products, Inc.**, a North Carolina corporation, for the purpose of merging them into one of such corporations.

1. The undersigned corporations have adopted the attached Plan of Merger.

2. The name of the surviving corporation is **Simscraft Custom Products, Inc.** a North Carolina corporation.

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

4. The Plan of Merger is effective for accounting purposes on the 1st day of June, 1999.

5. The Plan of Merger was adopted on the 27 day of May, 1999, by unanimous action of the sole shareholder and all of the directors of Simscraft Custom Products, Inc., a North Carolina corporation.

6. The Plan of Merger was adopted on the 27 day of May, 1999, by unanimous action of the sole shareholder and all of the directors of Simscraft Custom Products, Inc., a Florida corporation.

7. The merger shall be effective upon the 1st day of June, 1999.

Simscraft Custom Products, Inc.,  
a North Carolina corporation

By: Henry N. Sims  
Henry N. Sims, President

Simscraft Custom Products, Inc.,  
a Florida corporation

By: Henry N. Sims  
Henry N. Sims, President

**PLAN OF MERGER**

Plan of Merger dated the 27 day of May, 1999  
between **Sims Craft Custom Products, Inc.**, a Florida corporation,  
(hereinafter "Florida"), and **Sims Craft Custom Products, Inc.**, a  
North Carolina corporation, (hereinafter "North Carolina").

**STIPULATIONS**

A. Florida is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3250 Navy Boulevard, Suite 600, Pensacola, Florida.

B. Florida has a capitalization of Ten Thousand (10,000) authorized shares of One Dollar (\$1.00) par value common stock of which Seven Thousand Five Hundred (7,500) shares are issued and outstanding.

C. North Carolina is a corporation organized and existing under the laws of the State of North Carolina, with its principal office at 215 Raceway Drive, Morrisville, NC 28115.

D. North Carolina has a capitalization of Ten Thousand (10,000) authorized shares of One Dollar (\$1.00) par value common stock of which One Hundred (100) shares are issued and outstanding (before the merger and share exchange described herein).

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that Florida be merged into North Carolina, pursuant to the provisions of Sections 607.1101 et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of

Section 368(a)(1)(A) and (F) of the Internal Revenue Code of 1986, as amended.

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

Section 1.     Merger.     Florida shall merge with and into North Carolina, and North Carolina shall be the surviving corporation.

Section 2.     Terms and Conditions.     On the effective date of the merger, the separate existence of Florida shall cease, and North Carolina shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of Florida without the necessity for any separate transfer.     North Carolina shall thereafter be responsible and liable for all liabilities and obligations of Florida and neither the rights of creditors nor any liens on the property of Florida shall be impaired by the merger.

Section 3.     Shares of Stock.     The manner and basis of converting the shares of Florida into shares, rights, obligations and other securities of North Carolina shall be as set forth in this paragraph: One (1) share of North Carolina shall be issued in exchange for one (1) share of Florida.

The conversion shall be effected as follows: Each holder of certificates for shares of common stock in Florida shall surrender them to North Carolina or its duly appointed agent, in such manner as North Carolina shall legally require.     On receipt of such share

certificates, North Carolina shall issue and exchange therefor certificates for shares of common stock in North Carolina, representing the number of shares of such stock to which such holder is entitled as provided above.

Holders of certificates of common stock of Florida shall be entitled to dividends payable on shares of stock in North Carolina on or after the effective date of the merger.

Section 4. Changes in Articles of Incorporation. The Articles of Incorporation of North Carolina shall continue to be its Articles of Incorporation following the effective date of the merger.

Section 5. Changes in Bylaws. The bylaws of North Carolina shall continue to be its bylaws following the effective date of the merger.

Section 6. Directors and Officers. The directors and officers of Florida as of the effective date of the merger shall be as follows:

Henry N. Sims	President/Director
Cynthia L. Sims	Secretary/Director
Charlene Sims	Treasurer/Director
Karen Sims Doersam	Vice President/Director
Henry N. Sims, Jr.	Vice President/Director

Section 7. Approval by Stockholder. This Plan of Merger shall be submitted for the approval of the stockholder of the constituent corporations in the manner provided by the applicable laws of the State of North Carolina and the State of Florida at

meetings to be held at such time as to which the boards of directors of the constituent corporations may agree.

Section 8. Effective Date of Merger. The effective date of this merger for accounting purposes shall be the 1st day of June, 1999.

Section 9. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

ATTEST:

Simscraft Custom Products, Inc.,  
a North Carolina corporation

Cynthia L. Sims  
Cynthia L. Sims  
Secretary

By:

Henry N. Sims

Henry N. Sims  
President

[CORPORATE SEAL]

ATTEST:

Simscraft Custom Products, Inc.,  
a Florida corporation

Cynthia L. Sims  
Cynthia L. Sims  
Secretary

By:

Henry N. Sims

Henry N. Sims  
President

[CORPORATE SEAL]