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**MERGER OR SHARE EXCHANGE**  
**HOLLUB CONSTRUCTION GROUP, INC.**

|                       |          |
|-----------------------|----------|
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*merger*  
EFFECTIVE DATE  
12/31/03

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*12/31/03*

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HOLLUB 3436413

ARTICLES OF MERGER

AND PLAN OF MERGER

These Articles of Merger and Plan of Merger made and entered into this 29 day of December, 2003, by and between the following corporations (hereinafter collectively referred to as the "CONSTITUENT CORPORATIONS"):

HOLLUB HOMES, INC., a Florida corporation (hereinafter sometimes called the "HOMES");

HOLLUB CONSTRUCTION COMPANY, a Florida corporation (hereinafter sometimes called "CONSTRUCTION"); and

HOLLUB CONSTRUCTION GROUP, INC., (formerly THE HOLLUB GROUP, INC.) a Florida corporation (hereinafter sometimes referred to as "GROUP" or "SURVIVING CORPORATION").

HOMES and CONSTRUCTION are hereinafter sometimes referred to as the "MERGED CORPORATIONS".

BACKGROUND

HOMES is a corporation organized and existing under the laws of the State of Florida, having the Articles of Incorporation filed on October 14, 1977, and having an authorized capital stock of 7,000 shares of common stock having a par value of \$1.00 per share, of which 100 shares, the shares issued and outstanding, are owned by the following:

MARVIN A. HOLLUB - 51 shares

AMELIA E. HOLLUB - 49 shares

CONSTRUCTION is a corporation organized and existing under the laws of the State of Florida, having the Articles of Incorporation filed on September 19, 1969, and having an authorized

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capital stock of 5,000 shares of common stock having a par value of \$1.00 per share, of which 507 shares, being all the shares issued and outstanding, are owned by the following:

MARVIN A. HOLLUB - 293 shares

AMELIA E. HOLLUB - 112 shares

HARRY HOLLUB - 51 shares

HELENE HOLLUB - 51 shares

GROUP is a corporation organized and existing under the laws of the State of Florida, having the Articles of Incorporation filed on August 18, 1994, and having an authorized capital stock of 5,000 shares of common stock having a par value of \$1.00 per share, of which 100 shares, being all the shares issued and outstanding, are owned by the following:

HARRY HOLLUB - 51 shares

HELENE HOLLUB ISSEL GIFT TRUST dated 9/29/94 - 49 shares

The Boards of Directors of each corporation have by resolution established that it is advisable for the general welfare and advantage of each of the CONSTITUENT CORPORATIONS that they merge into a single corporation which shall not be a new corporation, but shall be GROUP, one of the CONSTITUENT CORPORATIONS, and its corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of each of the CONSTITUENT CORPORATIONS, in accordance with the provisions of the Florida General Corporation Act, hereby execute these Articles of Merger and Plan of Merger for the purposes of complying with said Act.

1. This Merger shall become effective on the later of the close of business on December 31, 2003, or the date of filing in the office of the Secretary of State of Florida.
2. The names of the corporations that are parties to the Merger are as follows:
  - (a) HOLLUB CONSTRUCTION GROUP, INC., a Florida corporation.
  - (b) HOLLUB HOMES, INC., a Florida corporation.
  - (c) HOLLUB CONSTRUCTION COMPANY, a Florida corporation.
3. The SURVIVING CORPORATION shall be HOLLUB CONSTRUCTION GROUP, INC., a Florida corporation.
4. The undersigned hereby certifies that this Plan was unanimously adopted in resolutions of the Boards of Directors of each of the CONSTITUENT CORPORATIONS on the 22nd day of December, 2003, and was approved by the shareholders of all the issued and outstanding shares of each of the CONSTITUENT CORPORATIONS on the same date.
5. The manner of converting or otherwise dealing with the stock of the CONSTITUENT CORPORATIONS upon the Merger becoming effective shall be that all shares of HOMES and CONSTRUCTION shall be deemed cancelled and the outstanding shares of GROUP shall be exchanged so that the outstanding shares of GROUP are issued to provide the shareholders of the CONSTITUENT CORPORATIONS with the following common shares of GROUP:

MARVIN A. HOLLUB - 7 Shares

AMELIA E. HOLLUB - 25 Shares

HARRY HOLLUB - 35 Shares

HELENE HOLLUB - 5 Shares

HELENE HOLLUB GIFT TRUST dated 9/29/94 - 28 Shares

6. The By-Laws of the SURVIVING CORPORATION in effect at the time the Merger becomes effective shall be and remain the By-Laws of the SURVIVING CORPORATION until the same is altered, amended, or repealed.
7. The Merger will not effect any change in the Articles of Incorporation of the SURVIVING CORPORATION.
8. The Officers and Directors of the SURVIVING CORPORATION in office at the time the Merger becomes effective shall be and remain the Officers and Directors of the SURVIVING CORPORATION, and they shall hold office until their successors are duly elected and qualified.
9. The shareholders of the CONSTITUENT CORPORATIONS dissenting from the Merger are entitled, if they comply with the provisions of Florida Statutes Chapter 607, to be paid the fair value of their shares.
10. Upon the filing of the Articles of Merger, as provided by the laws of the State of Florida, the separate existence of the MERGED CORPORATIONS shall cease and the SURVIVING CORPORATION shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.
11. Upon the Merger becoming effective, the SURVIVING CORPORATION shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the CONSTITUENT CORPORATIONS; and all property,

real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in actions, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the SURVIVING CORPORATION without further act or deed; the title to any real estate or any interest therein vested in any of the CONSTITUENT CORPORATIONS shall not revert or be in any way impaired by reason of this Merger.

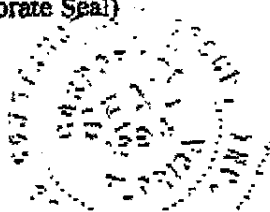
12. The SURVIVING CORPORATION shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the MERGED CORPORATIONS; and any claim existing or action or proceeding pending by or against the MERGED CORPORATIONS may be prosecuted as if this Merger had not taken place, or the SURVIVING CORPORATION may be substituted in the place of the MERGED CORPORATIONS. Neither the rights of creditors nor any liens upon the property of any of the CONSTITUENT CORPORATIONS shall be impaired by this Merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the President and Secretary of the CONSTITUENT CORPORATIONS.

Attest:

  
HELENE HOLLUB, Secretary

(Corporate Seal)



HOLLUB CONSTRUCTION GROUP INC.

By:   
HARRY HOLLUB, President

**HOLLUB HOMES, INC.**

By: HARRY HOLLUB, President

**HOLLUB CONSTRUCTION COMPANY**

By: HARRY HOLEUB, President

## ACKNOWLEDGMENT

STATE OF FLORIDA )  
 ) SS.:  
COUNTY OF MIAMI-DADE)

BE IT REMEMBERED, that on this day before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally came HARRY HOLLUB, the President and Secretary of GROUP, CONSTRUCTION, and HOMES, HELENE HOLLUB, Assistant Secretary of HOMES and CONSTRUCTION, and HELENE HOLLUB, Secretary of GROUP, the parties to the above and foregoing Agreement, known to me personally to be the said President and Secretary of said Corporations, and before me acknowledged said Agreement to be their act, deed and agreement, and that the signing, seal, acknowledgment and delivery of said Agreement was duly adopted by resolutions of the Boards of Directors of said corporations and approved by their shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14 day of December 2003.

**My Commission Expires:**

NOTARY PUBLIC, State of Florida at Large

