

P94000070694

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Champion Tool, Inc.

100003184771--7  
-03/27/00--01041--008  
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FILED  
00 APR 23 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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☒ Merger File *Photo*  
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e. COULLETTE APR 03 9AM

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 28, 2000

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: KEYSTONE TOOL & MOLD, INC.  
Ref. Number: P94000070694

RECEIVED  
00 APR -3 AM 10: 06  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for KEYSTONE TOOL & MOLD, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 700A00016944

*Corrected*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

CHAMPION TOOL, INC., a Florida corporation, P95000079469

INTO

**KEYSTONE TOOL & MOLD, INC.,** a Florida entity, P94000070694.

File date: April 3, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF  
CHAMPION TOOL, INC.  
INTO  
KEYSTONE TOOL & MOLD, INC.**

**FILED**  
**APR 03 11 10 43**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned Corporations, CHAMPION TOOL, INC., a Florida Corporation, and KEYSTONE TOOL & MOLD, INC., a Florida Corporation, adopt the following Articles of Merger for the purpose of merging CHAMPION TOOL, INC. into KEYSTONE TOOL & MOLD, INC.:

**Plan of Merger**

1. The Plan of Merger and Reorganization ("Plan of Merger") setting forth the terms and conditions of the merger of CHAMPION TOOL, INC. into KEYSTONE TOOL & MOLD, INC. is attached to these Articles as an Exhibit and incorporated herein by reference. KEYSTONE TOOL & MOLD, INC. shall be the Surviving Corporation.

**Adoption of Plan**

2. There are 100 shares of common stock, each of \$1.00 par value of KEYSTONE TOOL & MOLD, INC. issued and outstanding that were entitled to vote on the Plan of Merger. 100 shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger, at a special meeting of the Shareholders of KEYSTONE TOOL & MOLD, INC. held effective March 31, 2000.

3. The Plan of Merger was approved by the Board of Directors of KEYSTONE TOOL & MOLD, INC. at a special meeting of the Board held effective March 31, 2000.

4. There are 100 shares of common stock, each of \$1.00 par value of CHAMPION TOOL, INC. issued and outstanding that were entitled to vote on the Plan of Merger. 100 shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger at a special meeting of the Shareholders of CHAMPION TOOL, INC. held effective March 31, 2000.

5. The Plan of Merger was approved by the Board of Directors of CHAMPION TOOL, INC. at a special meeting of the Board held effective March 31, 2000.

**Effective Date**

6. The Plan of Merger shall be effective on 11:59 p.m., March 31, 2000.

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the sole Shareholder of the Merging Corporation in the same proportion as the sole Shareholder who owns all of the outstanding capital stock of the Surviving Corporation, and the sole Shareholder the Constituent Corporations are contributing net assets in relatively equal proportions, additional shares shall be issued by the Surviving Corporation to the sole Shareholder of the Merging Corporation in the same proportion as the outstanding capital stock of the Surviving Corporation owned by the sole Shareholder to reflect an equal ownership interest of the Shareholders after the effective date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the effective date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall constitute one-half of the outstanding stock in the Surviving Corporation and one-hundred (100) shares of additional shares of capital stock of the Surviving Corporation shall be issued to the sole Shareholder of the Merging Corporation.

### ARTICLE III

Pursuant to applicable Statutory provisions, this Agreement shall be submitted separately to the Shareholders of the Constituent Corporations in the manner provided by the laws of the State of Florida for approval.

### ARTICLE IV

This Plan of Merger and Reorganization shall be effective on 11:59 p.m., March 31, 2000.

**IN WITNESS WHEREOF**, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Chief Executive Officers who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

CHAMPION TOOL, INC.

By: William F. Lay  
WILLIAM F. LAY  
Its: President

KEYSTONE TOOL & MOLD, INC.

By: James A. Kane  
JAMES A. KANE  
Its: President

This instrument was prepared by John P. Martin, Esquire, whose address is 401 S. Lincoln Ave., Clearwater, FL 33756.

**PLAN OF MERGER AND  
REORGANIZATION  
MERGING  
CHAMPION TOOL, INC.  
INTO  
KEYSTONE TOOL & MOLD, INC.**

**THIS PLAN** of Merger and Reorganization ("Agreement") is made effective 11:59 p.m., March 31, 2000, by and between CHAMPION TOOL, INC., a Florida Corporation (the "Merging Corporation"), and KEYSTONE TOOL & MOLD, INC., a Florida Corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

**WHEREAS**, the principal and registered office of the Surviving Corporation is in the State of Florida, located at 1150 Kapp Drive, Clearwater, FL 33765, Pinellas County, Florida, its Registered Agent being JAMES A. KANE, whose address is 1150 Kapp Drive, Clearwater, FL 33765.

**WHEREAS**, the principal and registered office of the Merging Corporation is in the State of Florida, located at 10650 72nd St. N., Suite 406, Largo, FL 33777, Pinellas County, Florida, its Registered Agent being WILLIAM F. LAY, whose address is 10650 72nd St. N., Suite 406, Largo, FL 33777.

**WHEREAS**, the authorized capital stock of the Surviving Corporation consists of 7,500 shares of common stock at \$1.00 par value.

**WHEREAS**, the Directors of the Constituent Corporations deem it advisable and to the advantage of the Constituent Corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below:

**ARTICLE I**

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single Corporation. The Surviving Corporation shall be the Corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date of this Agreement.

**ARTICLE II**

The mode of carrying the merger into effect shall be as follows:

**IN WITNESS WHEREOF**, each of the undersigned Corporations have caused these Articles of Merger to be signed effective March 31, 2000.

CHAMPION TOOL, INC

By: William F. Lay  
WILLIAM F. LAY

Its: President

KEYSTONE TOOL & MOLD, INC.

By: James A. Kane  
JAMES A. KANE

Its: President