

PA5000016350

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Special Instructions to Filing Officer:

12/26

PA5-16350
merging

merger

Office Use Only



200009455332

MJH

02 DEC 23 PM 2:00

FILED



ACCOUNT NO. : 072100000032

REFERENCE : 873926 5034981

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 60.00

ORDER DATE : December 27, 2002

ORDER TIME : 4:55 PM

ORDER NO. : 873926-010

CUSTOMER NO: 5034981

CUSTOMER: Ms. Lisette Luaces
Watsco, Inc.
Suite 901
2665 South Bayshore Drive
Coconut Grove, FL 33133

ARTICLES OF MERGER

HBA DISTRIBUTORS, INC.
INTO
HBA DISTRIBUTORS LLC

Gretchen--this is the filing we spoke about. Could you please give it the file date of 12-28-02. You would not have gotten it on the 27th but on the 28th.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper--1148

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

HBA DISTRIBUTORS, INC., P950000016350, a Florida Corporation

INTO

HBA DISTRIBUTORS LLC, entity not qualified in Florida.

File date: December 28, 2002

Corporate Specialist: Michelle Hodges

Account number: 072100000032

Amount charged: 60.00

Exhibit A

PLAN AND AGREEMENT OF MERGER

OF

HBA DISTRIBUTORS, INC.
(a Florida corporation)

AND

HBA DISTRIBUTORS LLC
(a Delaware limited liability company)

p95-16350

FILED
02 DEC 23 PM 2:00
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER entered into as of December 31, 2002 by HBA Distributors, Inc., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and entered into as of December 31, 2002 by HBA Distributors LLC, a limited liability company of the State of Delaware, and approved by resolution adopted by its Board of Managers on said date.

WHEREAS, HBA Distributors, Inc. is a business corporation of the State of Florida with its principal office therein located at 2151 W. Hillsboro Boulevard, Suite 400, City of Deerfield Beach, County of Broward; and

WHEREAS, the total number of shares of stock which HBA Distributors, Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS, HBA Distributors LLC is a limited liability company of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a limited liability company of another jurisdiction; and

WHEREAS, the Limited Liability Company Act of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a limited liability company of the State of Delaware; and

WHEREAS, HBA Distributors, Inc. and HBA Distributors LLC and the respective Board of Director and Board of Managers thereof declare it advisable and to the advantage, welfare, and best interests of said corporation and limited liability company and their respective stockholder and members to merge HBA Distributors, Inc. with and into HBA Distributors LLC pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Limited Liability Company Act of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by HBA Distributors, Inc. and approved by a resolution

adopted by its Board of Directors and being thereunto duly entered into by HBA Distributors LLC and approved by a resolution adopted by its Board of Managers, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. HBA Distributors, Inc. and HBA Distributors LLC shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Limited Liability Company Act of the State of Delaware, be merged with and into a single limited liability company, to wit, HBA Distributors LLC, which shall be the surviving limited liability company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Company", and which shall continue to exist under its present name pursuant to the provisions of the Limited Liability Company Act of the State of Delaware. The separate existence of HBA Distributors, Inc., which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Organization of the Surviving Company as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; such Certificate of Organization shall continue to be the Certificate of Organization of the Surviving Company until amended and changed pursuant to the provisions of the Limited Liability Company Act of the State of Delaware.

3. The present operating agreement of the Surviving Company will be the operating agreement of the Surviving Company and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Limited Liability Company Act of the State of Delaware.

4. The managers and officers of the Surviving Company in office at the effective time of the merger shall be the members of the first Board of Managers and the first officers of the Surviving Company, all of whom shall be the managers and officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the Surviving Company.

5. Each issued share of the Terminating Corporation shall, at the effective time of the merger, be cancelled. The issued membership interests of the Surviving Company shall not be converted or exchanged in any manner, but each membership interest issued as of the effective date of the merger shall continue to represent one issued membership interest of the Surviving Company.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the Surviving Company in accordance with the provisions of the Limited Liability Company Act of the State of Delaware, this corporation and limited liability company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the Terminating Corporation and the Board of Managers of the Surviving Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

8. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be 11:59 p.m. on December 31, 2002.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: December 31, 2002.

HBA DISTRIBUTORS, INC.

By:


Barry S. Logan, Vice President

HBA DISTRIBUTORS LLC

By:


Barry S. Logan, Vice President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
HBA Distributors, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
HBA Distributors LLC	Delaware

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

See attached sheet

(Attach additional sheet(s) 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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached sheet

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

See attached sheet.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Barry S. Logan
2665 South Bayshore Drive, Suite 901
Coconut Grove, Florida 33133

Ann M. Menendez
2665 South Bayshore Drive, Suite 901
Coconut Grove, Florida 33133

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached sheet.

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

See attached sheet.

(Attach additional sheet(s) if necessary)

