

P96000029336

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H110001815073)))



H110001815073ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

FILED  
11 JUL 14 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOVANO & BOZARI  
Account Number : 076077001702  
Phone : (407) 841-1200  
Fax Number : (407) 423-1831

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

MERGER OR SHARE EXCHANGE  
JOMAR METAL FABRICATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$68.75

78.75

SRL 031089/055385

RECEIVED

11 JUL 14 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu Corporate Filing Menu Help

FILED

11 JUL 14 AM 8:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
MARJO, L.L.C. L-580  
WITH AND INTO  
JOMAR METAL FABRICATION, INC.

Pursuant to the provisions of Sections 607.1109 and 608.4382 of the Florida Statutes, the undersigned entities hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of MARJO, L.L.C., a Florida limited liability company, with and into JOMAR METAL FABRICATION, INC., a Florida corporation, with JOMAR METAL FABRICATION, INC. being the surviving corporation, is set forth in Exhibit A attached hereto and made a part hereof.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by all of the members of MARJO, L.L.C., by resolutions adopted by Written Consent dated the 13<sup>th</sup> day of July, 2011, and the Plan of Merger was approved by the Board of Directors of JOMAR METAL FABRICATION, INC. by resolutions adopted by Written Consent dated the 13<sup>th</sup> day of July, 2011.

ARTICLES III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

DATED this 13<sup>th</sup> day of July, 2011.

MARJO, L.L.C.

By: Marvin J. Sweers  
Marvin J. Sweers, Managing Member

By: John H. Edmondson  
John H. Edmondson, Managing Member

JOMAR METAL FABRICATION, INC.

By: Marvin J. Sweers  
Marvin J. Sweers, President

07/14/2011 15:01 FAX 4074231831

DEAN MEAD ORLANDO  
(((H11000181507 3)))

003/008

**EXHIBIT A  
TO  
ARTICLES OF MERGER  
OF  
MARJO, L.L.C.  
WITH AND INTO  
JOMAR METAL FABRICATION, INC.**

**Agreement and Plan of Merger**

00604040v1

(((H11000181507 3)))

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Jomar Metal Fabrication, Inc. 1239 Spruce Avenue Orlando, FL 32824	Florida	Corporation

4. Effects of Merger.

(a) Certain Effects of Merger. On the Effective Date, the separate existence of Marjo shall cease and Marjo shall be merged with and into Jomar which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and shall be subject to all restrictions, disabilities and duties of Marjo and all and singular, the rights, privileges, powers and franchises of Marjo and all property, real, personal and mixed, and all debts due to Marjo on whatever account, and all other things in action or belonging to Marjo shall be vested in the Surviving Corporation, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of the Surviving Corporation as they were of Marjo, and the title to any real estate vested by deed or otherwise under the laws of Florida or any other jurisdiction shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Marjo shall be preserved unimpaired, and all debts, liabilities and duties of Marjo shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Date, the officers of the Surviving Corporation may, in the name of Marjo, execute and deliver all such properties, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of Marjo's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

5. Name of Surviving Corporation; Articles of Incorporation.

(a) Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be JOMAR METAL FABRICATION, INC.

(b) Articles of Incorporation. The Articles of Incorporation of Jomar, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Corporation.

(c) Bylaws. The Bylaws of Jomar, from and after the Effective Date, shall be the Bylaws of the Surviving Corporation until changed or amended, in accordance with the terms thereof.

6. Status of Marjo Membership Interest and Jomar Stock. The manner and basis of converting the membership interests of Marjo into shares of common capital stock of Jomar are as follows:

(a) Marjo Membership Interest. The membership interests in Marjo, without any action on the part of the holders thereof, shall be extinguished.

(b) Jomar Stock. All shares of common stock of Jomar which were issued and outstanding immediately prior to the Effective Date shall continue to be issued outstanding on and after the Effective Date, and no additional shares of common stock of Jomar shall be issued by reason of the Merger.

7. Miscellaneous.

(a) Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the members of Marjo or the directors of Jomar, if the members of Marjo or the directors of Jomar duly adopt a resolution abandoning this Agreement and Plan of Merger.

(b) Effective Date. The Effective Date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

MARJO, L.L.C.

JOMAR METAL FABRICATION, INC.

By: Marvin J. Sweers  
Marvin J. Sweers, Managing Member

By: Marvin J. Sweers  
Marvin J. Sweers, President

By: John H. Edmondson  
John H. Edmondson, Managing Member

FILED  
11 JUL 14 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA