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Division of Corporations

ROGERS TOWERS

NO. 666

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MERGER OR SHARE EXCHANGE

GATE BLUEGRASS PRECAST, INC.

EFFECTIVE DATE
12-31-03

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 30, 2003

GATE BLUEGRASS PRECAST, INC.
P OB OX 23627
JACKSONVILLE, FL 32241-3627

SUBJECT: GATE BLUEGRASS PRECAST, INC.
REF: P96000062235

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In the articles of merger the effective date is December 31, 2003 and the plan of merger gives an effective date of December 22, 2003. Please give only one date as the effective date.

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) 245-6869.

Teresa Brown
Document Specialist

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**ARTICLES OF MERGER
OF
SOUTHPOINT BUILDING COMPANY
INTO
GATE BLUEGRASS PRECAST, INC.**

Pursuant to the provisions of Sections 607.1104 and 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **SOUTHPOINT BUILDING COMPANY**, a Florida corporation, into **GATE BLUEGRASS PRECAST, INC.**, a Florida corporation.

1. Attached hereto as Exhibit "A" and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger to effect the merger of **SOUTHPOINT BUILDING COMPANY** into **GATE BLUEGRASS PRECAST, INC.** **GATE BLUEGRASS PRECAST, INC.** shall be the surviving corporation.

2. The effective date of this merger shall be 11:58 p.m. on December 31, 2003 or, if later, the date upon which these Articles of Merger are filed with the Florida Secretary of State.

3. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by Section 607.1104, Florida Statutes, by the Boards of Directors of **GATE BLUEGRASS PRECAST, INC.** and **SOUTHPOINT BUILDING COMPANY**, respectively, by resolutions dated December 22, 2003.

4. Pursuant to Section 607.1104, Florida Statutes, shareholder approval was not required for this merger.

5. The mailing, notification, and waiting period requirements of Section 607.1104, Florida Statutes, have been waived by **GATE BLUEGRASS PRECAST, INC.**, the sole shareholder of **SOUTHPOINT BUILDING COMPANY**.

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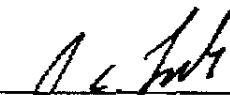
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IN WITNESS WHEREOF, SOUTHPOINT BUILDING COMPANY, and GATE BLUEGRASS PRECAST, INC. have caused these Articles of Merger to be signed in their corporate names effective as of the 31st day of December, 2003.

SOUTHPOINT BUILDING COMPANY

By: 
Print Name: JACK C. FLANDERS JR.
Its: Vice President

GATE BLUEGRASS PRECAST, INC.

By: 
Print Name: Joseph C. Lucke
Its: Chief Executive Officer

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EXHIBIT "A"

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PLAN OF MERGER

This Plan of Merger is a Plan of Reorganization dated as of the 22nd day of December, 2003, pursuant to Section 607.1104, Florida Statutes, for the merger of **SOUTHPOINT BUILDING COMPANY**, a Florida corporation, with and into **GATE BLUEGRASS PRECAST, INC.**, a Florida corporation. **GATE BLUEGRASS PRECAST, INC.** is to be the surviving corporation.

BACKGROUND

(1) **GATE BLUEGRASS PRECAST, INC.** is a Florida corporation. All of the issued and outstanding shares of capital stock of **GATE BLUEGRASS PRECAST, INC.** are owned by **GATE PETROLEUM COMPANY**, a Florida corporation.

(2) **SOUTHPOINT BUILDING COMPANY** is a Florida corporation. At the Effective Time, all of the issued and outstanding shares of capital stock of **SOUTHPOINT BUILDING COMPANY** are and will be owned by **GATE BLUEGRASS PRECAST, INC.**

(3) Economies of operation and savings in administrative expenses can be achieved by merging **GATE BLUEGRASS PRECAST, INC.** and **SOUTHPOINT BUILDING COMPANY** into a single corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act, at the Effective Time (as defined below), **SOUTHPOINT BUILDING COMPANY** shall be merged into **GATE BLUEGRASS PRECAST, INC.** (the "Merger") and the separate corporate existence of **SOUTHPOINT BUILDING COMPANY** shall cease and **GATE BLUEGRASS PRECAST, INC.** (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of Florida (**GATE**

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BLUEGRASS PRECAST, INC. and **SOUTHPOINT BUILDING COMPANY** are herein collectively referred to as the "Constituent Corporations").

1. The Merger shall become effective as of 11:58 p.m. on December 31, 2003 or, if later, the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of **GATE BLUEGRASS PRECAST, INC.** imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. The Articles of Incorporation of **GATE BLUEGRASS PRECAST, INC.** in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding share of stock of **SOUTHPOINT BUILDING COMPANY** shall be cancelled without payment of any consideration and without any conversion.

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6. The shareholders of **SOUTHPPOINT BUILDING COMPANY** who, except for the applicability of Section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger of **SOUTHPPOINT BUILDING COMPANY** into **GATE BLUEGRASS PRECAST, INC.** pursuant to Section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, regarding appraisal rights, to be paid the fair value of their shares. By the signing of the Certification set forth below, **GATE BLUEGRASS PRECAST, INC.**, as the sole shareholder of **SOUTHPPOINT BUILDING COMPANY**, hereby expressly waives all mailing and notification requirements with respect to such rights, waives any and all rights to dissent and be paid fair value for its shares, waives any mailing or notification requirements imposed by Section 607.1104, Florida Statutes, and waives any waiting period imposed by Section 607.1104, Florida Statutes, on the filing of Articles of Merger with the Florida Department of State.

7. This Plan of Merger may be abandoned without approval of the shareholders of **GATE BLUEGRASS PRECAST, INC.** or **SOUTHPPOINT BUILDING COMPANY** at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors of **GATE BLUEGRASS PRECAST, INC.** or **SOUTHPPOINT BUILDING COMPANY** followed by written notice to the president of the other corporation party to the Merger.

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CERTIFICATION

GATE BLUEGRASS PRECAST, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **GATE BLUEGRASS PRECAST, INC.** on the 22nd day of December, 2003.

GATE BLUEGRASS PRECAST, INC.

By: J. C. Luke

Print Name: Joseph C. Luke

Its: Chief Executive Officer

SOUTHPOINT BUILDING COMPANY hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **SOUTHPOINT BUILDING COMPANY** on the 22nd day of December, 2003.

SOUTHPOINT BUILDING COMPANY

By: Jack C. Luebers Jr.

Print Name: JACK C. LUEBERS JR.

Its: Vice President