

P9600076985

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

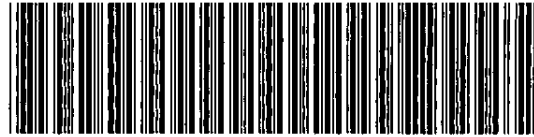
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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05/21/08--01029--018 **70.00

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08 MAY 21 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. CAUSSEAU

MAY 28 2008

EXAMINER

Mark R Komray
called 5/28/08
Wants to go forward
w/mergers. OK to correct
typo should be "Brothers"
mm. 5/28/08

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Youngquist Brother Rock, Inc
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Richard O. Friday

(Contact Person)

Youngquist Brother Rock, Inc

(Firm/Company)

15565 Pine Ridge Road

(Address)

Fort Myers, Florida 33906

(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Mark R. Komray, Esq.

(Name of Contact Person)

at (239) 281-4131

(Area Code and Daytime Telephone Number)

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HTY, LLC	Florida	LLC L05000098164
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Youngquist Brothers, Inc	Florida	Corporation, Profit P96000076985

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

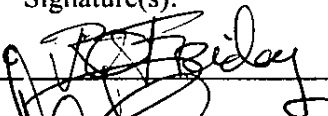
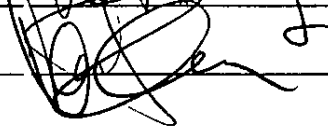
SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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TALLAHASSEE, FLORIDA

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Youngquist Brother Rock, Inc		Richard O. Friday
HTY, LLC		Mark R. Komray, Esq.

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HTY,LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Youngquist Brothers Rock, Inc	Florida	Corporation, Profit

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

1. Effective Date of the Merger is the Date of Filing.
2. The Merger is intended to be complete and absolute.
3. The Merging entity shall be wholly intergrated into, and shall not survive post-merger.
4. The Merger is duly and properly approved by both entities to the Merger.
5. The Merger shall be subject to, and governed by the the laws of Florida.

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

1. Pro-rata exchange and substitution of Ownership Certificates in the LLC to be merged
for like-kind existing and/or newly issued shares in the surviving corporation in accordance
with the pre-existing, pre-merger relative ownership percentages of the surviving corporation.

(Attach additional sheet if necessary)

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

1. Assignment of all rights to acquire the any and all interests/securities in the merged party shall be based upon equal, pro-rata and/or like-kind ownership
of the pre-merger rights to acquire any and all interests in the surviving party.

(Attach additional sheet if necessary)

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STATE
TALLAHASSEE, FLORIDA

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not Applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

None.

(Attach additional sheet if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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