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MERGER OR SHARE EXCHANGE
COMMERCIAL DRYWALL & PLASTERING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1/1/04

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**ARTICLES OF MERGER
OF C. BARRY GIBSON & ASSOCIATES, INC.
INTO COMMERCIAL DRYWALL & PLASTERING, INC.**

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, C. BARRY GIBSON & ASSOCIATES, INC., a Florida corporation, and COMMERCIAL DRYWALL & PLASTERING, INC., a Florida corporation, do hereby adopt the following Articles of Merger for the purpose of merging C. BARRY GIBSON & ASSOCIATES, INC. into COMMERCIAL DRYWALL & PLASTERING, INC.:

**ARTICLE I
PLAN OF MERGER**

A Plan of Merger setting forth the terms and conditions of the merger of C. BARRY GIBSON & ASSOCIATES, INC. into COMMERCIAL DRYWALL & PLASTERING, INC. is attached hereto and incorporated herein by reference.

**ARTICLE II
ADOPTION OF PLAN**

The aforesaid Plan of Merger was approved by unanimous consent of the shareholders of C. BARRY GIBSON & ASSOCIATES, INC., on the 23 day of December, 2003, and by unanimous consent of the shareholders of COMMERCIAL DRYWALL & PLASTERING, INC. on the 23 day of December, 2003.

**ARTICLE III
EFFECTIVE DATE**

The Plan of Merger shall be effective at 12:01 AM on The 1st day of January, 2004.
~~11:59 p.m. EST, the 31st day of December, 2003.~~

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers this 23 day of December, 2003.

COMMERCIAL DRYWALL &
PLASTERING, INC.

C. BARRY GIBSON & ASSOCIATES,
INC.

By: [Signature]
C. Barry Gibson, President

By: [Signature]
C. Barry Gibson, President

Attest: [Signature]
James C. Gibson, Jr., Vice President

Attest: [Signature]
James C. Gibson, Jr., Vice President

EFFECTIVE DATE
1/1/04

FILED
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TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (hereinafter called this "Plan"), is made and entered by and between **COMMERCIAL DRYWALL & PLASTERING, INC.**, a Florida corporation ("CDP"), and **C. BARRY GIBSON & ASSOCIATES, INC.**, a Florida corporation ("CBG"), effective as of 12:01 am EST, the 1st day of January, 2004 (the "Effective Date").

WHEREAS, the board of directors of CDP has determined that it is advisable and in the best interest of CDP and its shareholders, and the board of directors of CBG has determined that it is advisable and in the best interest of CBG and its shareholders, that CBG be merged into CDP on the terms herein set forth;

WHEREAS, the board of directors of CDP, by resolutions duly adopted, has adopted this Plan and recommended it to the shareholders of CDP for approval, and the shareholders of CDP, by resolutions duly adopted, have approved this Plan; and

WHEREAS, the board of directors of CBG, by resolutions duly adopted, has adopted this Plan and recommended it to the shareholders of CBG for approval, and the shareholders of CBG, by resolutions duly adopted, have approved this Plan;

NOW, THEREFORE, CDP and CBG, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable statutes of Florida hereby agree as follows:

1. **Corporate Existence of Surviving Corporation.** As of the Effective Date, CBG shall be merged with and into CDP, and CDP shall be the surviving corporation (such merger being hereinafter sometimes referred to as the "Merger"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of CDP (hereinafter sometimes referred to as the "Surviving Corporation") shall continue unaffected and unimpaired by the Merger. the corporate identity, existence, purposes, powers, franchises, rights and immunities of CBG shall be merged into the Surviving Corporation; and the Surviving Corporation shall be fully vested therewith. The separate existence of CBG, except insofar as otherwise specifically provided by law, shall cease as of the Effective Date, whereupon CBG and the Surviving Corporation shall be and become one single corporation.

2. **Articles of Incorporation of Surviving Corporation.** Subject to the amendment provided in Paragraph 3 hereof, the articles of incorporation of CDP, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the articles of incorporation of the Surviving Corporation.

3. **Amendment to Articles of Incorporation of Surviving Corporation.** Upon the Effective Date, the name of the Surviving Corporation shall be changed to **GIBSON CONSTRUCTION SERVICES, INC.**

4. Bylaws of Surviving Corporation. The bylaws of CDP as in effect immediately prior to the Effective Date, shall continue in full force and effect as the bylaws of the Surviving Corporation until amended in accordance with law.

5. Directors and Officers of Surviving Corporation. The duly qualified and acting directors and officers of CDP immediately prior to the effective time of the Merger shall be the directors and officers of the Surviving Corporation, each such director or officer to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and qualified.

6. Conversion and Exchange of Shares. The manner of converting and exchanging the shares of each of CBG and CDP shall be as follows:

A. As of the Effective Date, each holder of outstanding shares of common stock of CBG shall surrender the same to CDP, or its designated agent, and each such holder shall be entitled upon such surrender to receive in exchange therefor Eighty-Eight One-Hundredths (0.88) shares of common stock of CDP for each share of CBG stock surrendered by such holder.

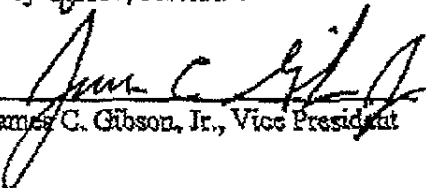
B. The Merger shall effect no change in any of the outstanding shares of common stock of the CDP and none of its shares shall be changed or converted as a result of the Merger.

7. Earned Surplus of Surviving Corporation. The earned surplus of the Surviving Corporation shall equal the aggregate of the earned surpluses of CDP and CBG immediately prior to the Effective Date. The earned surplus determined as above provided shall continue to be available for payment of dividends by the Surviving Corporation.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers this 22 day of December, 2003.

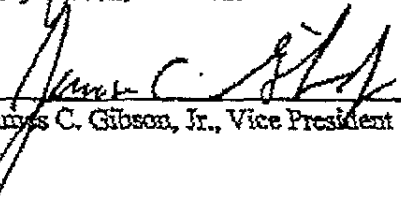
COMMERCIAL DRYWALL &
PLASTERING, INC.

By: 
C. Barry Gibson, President

Attest: 
James C. Gibson, Jr., Vice President

C. BARRY GIBSON & ASSOCIATES,
INC.

By: 
C. Barry Gibson, President

Attest: 
James C. Gibson, Jr., Vice President