

Document Number Only

P97000011398

98 FEB -2 AM 9:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Merger

700002418347--0

G.S. Construction Company merging into
Shanno Corporation

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:00

☐ Walk In

☐ Will Wait

☐ Pick Up

☐ Mail Out

Name Availability	2/2/98
Document Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

Please Return Extra Copies
File Stamped.

Thank You!!!

dope

2/2

RECEIVED
98 FEB -2 PM 2:17
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

G.J.S. CONSTRUCTION COMPANY, an Arizona corporation not authorized to
transact business in Florida

,

INTO

SHANCO CORPORATION, a Florida corporation, P97000011398

File date: February 2, 1998

Corporate Specialist: Annette Hogan

**CERTIFICATE AND ARTICLES OF MERGER
OF SHANCO CORPORATION**

AND

G.J.S. CONSTRUCTION COMPANY

FILED
98 FEB -2 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the applicable provisions of Chapter 223 of the Arizona Business Corporation Act, and Chapter 607.1107 of the Florida Business Corporation Act, the undersigned corporations have approved, adopted, certified, executed and acknowledged an Agreement and Plan of Merger for the purpose of merging G.J.S CONSTRUCTION COMPANY, an Arizona corporation ("GJS CONSTRUCTION") with and into SHANCO CORPORATION, a Florida corporation ("SHANCO"). The authorized capital stock of GJS CONSTRUCTION is 3,000,000 shares of Common Stock, \$1.00 par value.

1. The corporations that are parties to the merger are GJS CONSTRUCTION into SHANCO the surviving corporation.
2. SHANCO CORPORATION has been granted authority to transact business in Arizona, and its know place of business is 3806 South 16th Street, Phoenix, Arizona 85040. The statutory agent in the surviving corporation is CT CORPORATION SYSTEM, 1200 South Pine Island Road, Plantation, Florida 33324.
3. On the effective date, the holders of all the issued and outstanding shares of Common Stock, \$1.00 par value, of GJS CONSTRUCTION will exchange those shares for shares of the Common Stock, \$.01 par value, of SHANCO at the rate of 1751 shares of GJS CONSTRUCTION Common Stock for one share of SHANCO Common Stock.
4. The plan of merger does not contain any amendment to the articles of incorporation of the surviving corporation.
5. The shares of SHANCO stock outstanding immediately before the merger will remain outstanding immediately after the merger and will be unchanged in any way.
6. The Articles of Incorporation of SHANCO will be the Articles of Incorporation of the surviving corporation.
7. An executed copy of the Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 14170 Jetport Loop, Fort Myers, Florida 33913 and will be furnished by the surviving corporation, on request and without cost, to any stockholders of either party to the merger.
8. The effective date of the merger will be the date of filing of this Certificate and Articles of Merger with the Florida Secretary of State.

9. The Agreement and Plan of Merger was adopted by the unanimous vote of the Board of Directors and sole stockholder of SHANCO on December 1, 1997, and the Board of Directors and sole stockholder of GJS CONSTRUCTION on December 1, 1997.

SHANCO CORPORATION

By: Jose M. Sariego
Jose M. Sariego, Vice-President

G.J.S CONSTRUCTION COMPANY

By: Jose M. Sariego
Jose M. Sariego, Vice-President

Z:\LEGAL\FORMS\MERGER\GJS.ART

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated December 1, 1997 between SHANCO CORPORATION, a Florida corporation ("SHANCO" or the "Surviving Corporation") and GJS CONSTRUCTION COMPANY, an Arizona corporation ("GJS CONSTRUCTION").

ARTICLE I

The Merger

1.1 The Merger. On the Effective Date (as defined in Article III), GJS CONSTRUCTION will be merged with and into SHANCO (the "Merger"), which will be the surviving corporation in the Merger. Following the Merger, the separate existence of GJS CONSTRUCTION will cease and SHANCO as the Surviving Corporation will succeed to and possess all the estate, rights, privileges, immunities, franchises, power and purposes, and all the property, real, personal and mixed, and every other asset of GJS CONSTRUCTION and will assume and be liable for all the claims, demands, liabilities, obligations and penalties of GJS CONSTRUCTION in accordance with the applicable provisions of the Florida Business Corporation Act.

1.2 Surviving Corporation. Following the Merger, the existence of SHANCO as the Surviving Corporation will continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities, of a corporation organized under the laws of the State of Florida. The Articles of Incorporation and Bylaws of SHANCO as in effect immediately prior to the Effective Date, will continue in full force and effect, and will not be changed in any manner by the merger.

1.3 Board of Directors and Officers. The members of the Board of Directors of SHANCO and the officers of SHANCO immediately prior to the Effective Date will continue as the directors and officers of the Surviving Corporation after the Merger for the terms provided in the Bylaws of SHANCO or until their respective successors are elected and qualified.

ARTICLE II

Conversion of Shares

2.1 Conversion of Shares. Each 1751 shares of GJS CONSTRUCTION Common Stock, \$1.00 par value, issued and outstanding immediately prior to the Effective Date will, without any action on the part of GJS CONSTRUCTION, SHANCO or any holder of such shares, be automatically converted by the Merger into one fully paid and nonassessable share of SHANCO Common Stock, \$.01 par value. The outstanding shares of SHANCO Common Stock prior to the Merger will not be converted, exchanged or altered in any manner as a result of the Merger and will remain outstanding as shares of the Surviving Corporation following the Merger.

2.3 Exchange of Certificates. On the Effective Date, the sole shareholder of GJS CONSTRUCTION will surrender its certificate for 175,100 shares of GJS CONSTRUCTION Common Stock and will be entitled upon such surrender to receive from SHANCO in exchange therefor a certificate for 100 shares of Common Stock of SHANCO. Until so surrendered, each

therefor a certificate for 100 shares of Common Stock of SHANCO. Until so surrendered, each outstanding certificate that prior to the Merger represented shares of GJS CONSTRUCTION Common Stock will be deemed for all purposes to evidence ownership of the shares of SHANCO Common Stock into which such shares would be converted under this Agreement.

ARTICLE III

Effective Date of Merger

The Effective Date of the Merger will be the date of filing of the Articles of Merger with the Florida Secretary of State.

ARTICLE IV

General Provisions

4.1 Further Assurances. At any time, and from time to time, after the Effective Date, each party will execute such additional instruments and take such action as may be reasonably requested by the other party to confirm or perfect title to any property transferred hereunder or otherwise to carry out the intent and purposes of this Agreement.

4.2 Governing Law. This Agreement will be governed by and construed and enforced in accordance with the laws of the State of Florida.

EXECUTED the date and year above written.

SHANCO CORPORATION

By: Jose M. Sariego
José M. Sariego, Vice-President

GJS CONSTRUCTION COMPANY

By: Jose M. Sariego
José M. Sariego, Vice-President

Z:\LEGAL\FORMS\MERGER\GJS.PLN