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Florida Department of State  
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MERGER OR SHARE EXCHANGE

S & W Materials, Inc.

Certificate of Status	0
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DIVISION OF CORPORATIONS

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merger  
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**ARTICLES OF MERGER**  
of  
**S & W Materials – Bunnell, Inc.**  
into  
**S & W MATERIALS, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Florida Statutes Sections 607.1104, 607.1105, and 607.1107.

**First:** The name and jurisdiction of the **Surviving** corporation is:

Name:	Jurisdiction:	Florida Document Number:
<u>S &amp; W Materials, Inc.</u>	<u>Florida</u>	<u>P97000096390</u>

**Second:** The names and jurisdictions of each **Merging** corporation are:

Name:	Jurisdiction:	Florida Document Number:
<u>S &amp; W Materials, Inc.</u>	<u>Florida</u>	<u>P97000096390</u>

<u>S &amp; W Materials – Bunnell, Inc.</u>	<u>Florida</u>	<u>P05000016202</u>
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**Third:** The Surviving corporation, S & W Materials, Inc., owns one hundred percent (100%) of the capital stock of the Merging corporation, S & W Materials – Bunnell, Inc. A copy of the Plan of Merger is attached hereto as **Exhibit "A"**.

**Fourth:** The merger shall become effective on the date of filing of the Articles of Merger.

**Fifth:** Adoption of Merger by Surviving corporation -

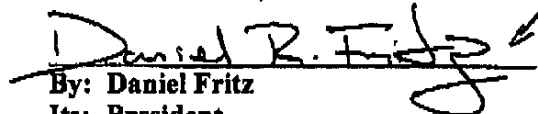
The Plan of Merger was adopted and approved by unanimous consent of the board of directors of S & W Materials, Inc., the Surviving corporation, at a special meeting of the board of directors of S & W Materials, Inc. held on June 28, 2006, and shareholder approval was not required.

**Sixth:** Adoption of Merger by Merging corporation -

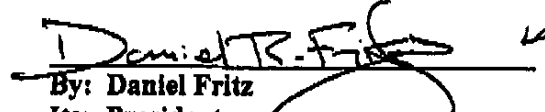
The Plan of Merger was adopted and approved by unanimous consent of the board of directors of S & W Materials – Bunnell, Inc., the non-surviving corporation, at a special meeting of the board of directors of S & W Materials – Bunnell, Inc. held on June 28, 2006, and was adopted by the sole shareholder of S & W Materials – Bunnell, Inc. by written consent on June 28, 2006.

**Seventh: S & W Materials, Inc., as the sole shareholder of S & W Materials - Bunnell, Inc. waived, in writing, that the requirement that the Surviving corporation mail a copy of the plan of Merger to each shareholder of the Merging corporation.**

**S & W Materials, Inc.**

  
By: Daniel Fritz  
Its: President  
Date: 7/12/06

**S & W Materials - Bunnell, Inc.**

  
By: Daniel Fritz  
Its: President  
Date: 7/12/06

((H06000178407 3)))

EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is made and entered into this 28th day of June, 2006, by and between S & W MATERIALS, INC., a Florida corporation (hereinafter referred to as "S & W"), and S & W MATERIALS - BUNNELL, INC., a Florida corporation and wholly-owned subsidiary of S & W (hereinafter referred to as the "Subsidiary"). In this Plan of Merger, S & W and Subsidiary are sometimes individually referred to as the "Corporation" or collectively referred to as the "Corporations".

WITNESSETH:

WHEREAS, S & W owns all of the outstanding and issued stock of the Subsidiary; and

WHEREAS, the Boards of Directors of the Corporations deem it advisable and in the best business interest of each of the Corporations that Subsidiary (hereinafter sometimes referred to as the "Nonsurviving Corporation") be merged with and into S & W, and that S & W (hereinafter sometimes referred to as the "Surviving Corporation") merge the Nonsurviving Corporation with and into itself, and that pursuant to the merger, all authorized, issued and outstanding shares of Subsidiary be cancelled and shall cease to exist, as authorized by and in accordance with (i) Florida Statutes ("F.S.") Section 607.1104 and Section 607.1107 and (ii) the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors of the Corporations have adopted and approved this Plan of Merger in accordance with the applicable laws of the State of Florida; and

WHEREAS, the Surviving Corporation, as the sole stockholder of the Nonsurviving Corporation, has approved this Plan of Merger by unanimous written consent; and

WHEREAS, stockholder approval of the Surviving Corporation is not required under the applicable laws of the State of Florida; and

NOW, THEREFORE, the Corporations, by and between themselves and their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Nonsurviving Corporation be merged with and into the Surviving Corporation and that the Surviving Corporation merge the Nonsurviving Corporation with and into itself pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Plan of Merger:

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**ARTICLE I - CORPORATIONS**

A. S & W is a corporation organized and existing under the laws of the State of Florida, pursuant to a Articles of Incorporation which was filed with the Department of State of the State of Florida on November 12, 1987, and as amended by those certain Amended and Restated Articles of Incorporation, which was filed with the Department of State of the State of Florida on June 10, 2004. S & W is qualified to conduct business and is in good standing under the laws of the State of Florida.

B. Subsidiary is a corporation organized and existing under the laws of the State of Florida, pursuant to Articles of Incorporation which were filed with the Department of State of the State of Florida on January 31, 2005. Subsidiary has an authorized capitalization of ten thousand (10,000) shares of common capital stock, having a par value of One Dollar (\$1.00) per share. As of the date of this Plan of Merger, One Thousand (1,000) shares of voting common stock were issued and outstanding, and S & W owns one hundred percent (100%) of the issued and outstanding shares of the common capital stock of Subsidiary.

**ARTICLE II - MERGER**

Subsidiary shall be, and it hereby is, merged with and into S & W, and S & W shall, and it hereby does, merge Subsidiary with and into itself. S & W shall be the Surviving Corporation in the merger and shall be governed by the laws of the State of Florida, which state shall be its domicile. The principal office of the Surviving Corporation shall be located at S & W's principal place of business, which as of the date hereof is 100 West Bay Street, 6<sup>th</sup> Floor, Jacksonville, Florida 32202. The mailing address of the Surviving Corporation shall be the mailing address of S & W, which as of the date hereof is 100 West Bay Street, 6<sup>th</sup> Floor, Jacksonville, Florida 32202.

**ARTICLE III - EFFECTIVE DATE**

Notwithstanding anything contained herein to the contrary, the merger provided herein shall be effective as of the date specified in the Articles of Merger filed with the State of Florida (the "Effective Date").

**ARTICLE IV - CONVERSION OF OUTSTANDING CAPITAL STOCK**

The manner and the basis of converting the outstanding shares of capital stock of each of the Corporations in the merger shall be as follows:

A. Upon the Effective Date of the merger, each issued and outstanding share of the common capital stock of the Surviving Corporation shall remain outstanding and shall be unchanged at and after the merger.

B. Upon the Effective Date of the merger, each share of common capital stock of the Nonsurviving Corporation that is issued and outstanding immediately prior

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to the Effective Date and all authorized, but unissued shares of common capital stock of the Nonsurviving Corporation shall be cancelled and cease to exist, and no stock of S & W or other consideration shall be issued in exchange therefor.

C. The sole stockholder of the Nonsurviving Corporation has consented to this Plan of Merger, and there are no dissenting stockholders to the Plan of Merger who would be entitled to dissenter's rights or appraisal rights pursuant to Section 607.1302 of the Florida Statutes.

#### ARTICLE V - OTHER TERMS AND CONDITIONS

The terms and conditions of the merger are as follows:

A. Until altered, amended or repealed, the Bylaws of S & W in effect on the Effective Date of the merger shall be the Bylaws of the Surviving Corporation.

B. The officers and directors of S & W on the Effective Date of the merger shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until their successors shall have been duly elected and qualify, unless they earlier die, resign or are removed, as the case may be, in accordance with the Bylaws of S & W, and the laws of the State of Florida.

C. At any time S & W shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to property or rights of the Nonsurviving Corporation, the proper officers and directors of the Nonsurviving Corporation shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Plan of Merger.

#### ARTICLE VI - AMENDMENT OF PLAN OF MERGER

At any time before the Effective Date of the merger, this Plan of Merger may be amended by a writing signed by all of the parties hereto; provided, however, that such amendment must be approved in accordance with Article VIII below.

#### ARTICLE VII - ABANDONMENT OF PLAN OF MERGER

After the merger contemplated by this Plan of Merger is authorized, and at any time before articles of merger are filed by the Florida Department of State, this Plan of Merger may be abandoned (subject to any contractual rights) by the majority vote of the Board of Directors of a Corporation hereto in favor of abandoning the Plan of Merger.

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#### ARTICLE VIII - APPROVALS

A. This Plan of Merger has been approved and adopted by the Boards of Directors of each of the parties hereto in accordance with the Bylaws of the parties hereto and the laws of the State of Florida in which such parties to this Plan of Merger are organized.

B. This Plan of Merger has been approved and adopted by the unanimous written consent of S & W, as the sole stockholder of the Nonsurviving Corporation, in accordance with F.S. Section 607.1103.

C. This Plan of Merger does not require the consent or approval of the stockholders of the Surviving Corporation, in accordance with Sections 607.1103 and 607.1104 of the Florida Statutes.

#### ARTICLE IX - MISCELLANEOUS

A. The merger contemplated by this Plan of Merger is permitted by laws of the State of Florida in which the parties to this Plan of Merger are organized.

B. The appropriate officers of the Surviving Corporation shall cause this Plan of Merger to be filed by the Florida Department of State by filing Articles of Merger with the Florida Department of State and paying all fees and taxes required by the laws of the State of Florida.

C. The Corporations hereto agree to execute such documents and instruments and to take such further action as may be necessary or desirable to consummate the merger as contemplated herein.

D. This Plan of Merger shall be binding upon and inure to the benefit of the respective successors and permitted assigns of the parties hereto.

E. This Plan of Merger may be executed in separate counterparts, each of which, when so executed, shall be deemed to be an original, and such counterparts when taken together shall constitute one and the same instrument.

F. A copy of this Plan of Merger is on file at the principal place of business of the Surviving Corporation located at 100 West Bay Street, 6<sup>th</sup> Floor, Jacksonville, Florida 32202, and will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Corporations.

G. This Plan of Merger shall in all respects be construed under and in accordance with the laws of the State of Florida applicable to contracts to be fully performed in the State of Florida, without giving effect to applicable choice of law principles.

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H. The section and other headings contained in this Plan of Merger are for reference purposes only and shall not affect the meaning or interpretation of this Plan of Merger.

I. At any time prior to the Effective Date, the parties hereto may, by written agreement, extend time for performance of any of their obligations or other acts hereunder.

IN WITNESS WHEREOF, the Corporations have caused this Plan of Merger to be executed and acknowledged on the day and year as set forth above and have affixed their respective seals hereto.

ATTEST:

S & W MATERIALS, INC.

By: 

Antonio C. Barretto

Its: Secretary

By: 

Daniel Fritz

Its: President

"S & W" / "Surviving Corporation"

ATTEST:

S & W MATERIALS - BUNNELL, INC.

By: 

Antonio C. Barretto

Its: Secretary

By: 

Daniel Fritz

Its: President

"Subsidiary" / "Nonsurviving Corporation"