

P97000097883

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

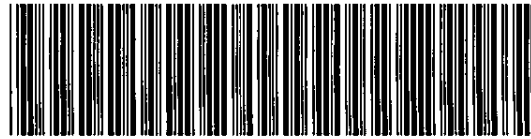
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

J. BRYAN

NOV -6 2012

EXAMINER

**CAPPELLER LAW**  
ATTORNEYS AT LAW

350 CAMINO GARDENS BOULEVARD  
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BOCA RATON, FLORIDA 33432

JOHN M. CAPPELLER, JR., P.A.  
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TELEPHONE 561-620-2599  
FACSIMILE 561-620-2565

November 1, 2012

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Articles of Merger for Frameless Shower Doors & Enclosures, Inc.

Dear Sir/Madam:

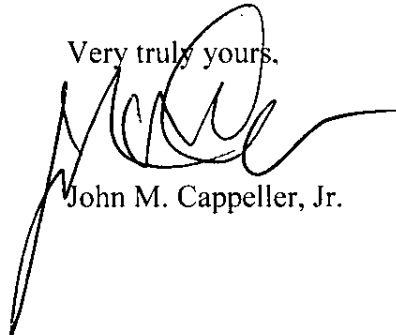
Enclosed please find the originally signed Articles of Merger for Florida Profit Corporation and Limited Liability Company and Plan of Merger, along with our check in the amount of \$60.00.

Please return all correspondence concerning this matter to:

Christi Sparks  
Frameless Shower Doors & Enclosures Inc.  
3591 NW 120th Ave.  
Coral Springs, FL 33065

For further information concerning this matter, please my office at 561-620-2599.

Very truly yours,



John M. Cappeller, Jr.

JMC:alz  
Enclosures

cc: Christi Sparks via email

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FLORIDA

**ARTICLES OF MERGER  
FOR  
FLORIDA PROFIT CORPORATION AND LIMITED LIABILITY COMPANY**

The following Articles of Merger are submitted to merge the following Florida Profit Corporation and Limited Liability Company in accordance with s.607.1109, Florida Statutes.

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

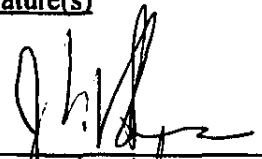

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
#L10006102412 FRAMELESS PROPERTIES, LLC	FLORIDA	LIMITED LIABILITY COMPANY
#P97000097883 FRAMELESS SHOWER DOORS & ENCLOSURES, INC.	FLORIDA	CORPORATION

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FRAMELESS SHOWER DOORS & ENCLOSURES, INC.	FLORIDA	CORPORATION

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership 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:** Signature for Each Party:

<u>Name of Entity/Organization:</u>	<u>Signature(s)</u>	<u>Typed or printed Name of Individual:</u>
FRAMELESS PROPERTIES, LLC	BY: 	JOHN SERINO, PRESIDENT
FRAMELESS SHOWER DOORS & ENCLOSURES, INC.	BY: 	JOHN SERINO, PRESIDENT

## PLAN OF MERGER

Merger between FRAMELESS SHOWER DOORS & ENCLOSURES, INC., a Florida corporation, (the "Surviving Co.") and FRAMELESS PROPERTIES, LLC, a Florida limited liability company, (the "Disappearing Co.") (collectively the "Constituent Companies"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1109 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Co., as in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Co. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Companies. On the Effective Date, each share or member interest of Disappearing Co. that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of Surviving Co. in accordance with this Plan. Each share of Surviving Co.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Co.'s stock.

3. Satisfaction of Rights of Disappearing Co. Members. All shares of Surviving Co.'s stock into which the Disappearing Co.'s member interest shall have been converted and exchanged for under this Plan shall be deemed to have been paid in full satisfaction of the converted interest.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Co. shall cease, and Surviving Co. shall be fully vested in Disappearing Co.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

5. Consent of Constituent Companies. The Constituent Companies have each executed and delivered a Unanimous Consent to Action consenting to and authorizing this Plan of Merger.

6. Supplemental Action. If at any time after the Effective Date Surviving Co. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Co. or Disappearing Co., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Co., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to vest, perfect, confirm, or record the title thereto in Surviving Co., or to otherwise carry out the provisions of this Plan.

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7. Filing with the Florida Department of State and Effective Date. The Disappearing Co. and Surviving Co. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Plan and this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in the Articles and shall become an exhibit to the Articles of Merger. Thereafter, the Articles of Merger shall be delivered for filing by Surviving Co. to the Florida Department of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Companies that is, or the shareholders or members of which are, entitled to the benefit thereof by action taken by the Board of Directors or Managers of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders or members of the Constituent Companies by an agreement in writing executed in the same manner, or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors or Managers of both Constituent Companies, notwithstanding favorable action by the shareholders or members of the respective Constituent Companies.

Signature for Each Party:

Name of Entity:

FRAMELESS PROPERTIES, LLC

FRAMELESS SHOWER DOORS &  
ENCLOSURES, INC.

Signature(s)

BY:

BY:

Typed or printed  
Name of Individual:

JOHN SERINO,  
PRESIDENT

JOHN SERINO,  
PRESIDENT

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