

Document Number Only

P97000100741

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

EFFECTIVE DATE

11/30/97

Merger

SECRET  
TALLAHASSEE, FLORIDA

97 NOV 26 PM 2:34

FILED

Forrester-Smith, Inc.

into:

H. H. W. Inc.

000002358250-5

12/01/97-01001-010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

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☐ Fictitious Name

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DIVISION OF CORPORATION

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\*00789, 00524, 00589, 00672

P97000100741

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

FORRESTER-SMITH, INC., a Florida corporation 294169

INTO

**D,H&W, INC.,** a Florida corporation, P97000100741.

File date: November 26, 1997 , effective November 30, 1997

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 1, 1997

CT Corporation System  
660 East Jefferson St,  
Tallahassee, FL 32301

SUBJECT: D,H&W, INC.  
Ref. Number: P97000100741

We have received your document for D,H&W, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please fill in the date of adoption in Article VI.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 597A00056637

**WISHART, NORRIS, HENNINGER & PITTMAN, P. A.**  
ATTORNEYS AND COUNSELLORS AT LAW

TIMOTHY B. GAVIGAN  
ATTORNEY AT LAW

6832 MORRISON BLVD.  
CHARLOTTE, NORTH CAROLINA 28211  
TELEPHONE 704-384-0010  
FACSIMILE 704-384-0569

P. O. BOX 1998  
BURLINGTON, NORTH CAROLINA 27216-1998  
TELEPHONE 910-584-3388  
FACSIMILE 910-584-3894

PLEASE REPLY TO CHARLOTTE

December 11, 1997

Annette Hogan, Corporate Specialist  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**RE: D,H&W, INC. / Ref. Number:P97000100741**


Dear Ms. Hogan:

Enclosed please find the original and 1 conformed copy of the corrected Articles of Merger between Forrester-Smith, Inc. and D,H&W, Inc. If the Articles are sufficient, please file them with an effective date/time as signified in Article VIII thereof.

If you have any questions, please do not hesitate to call me.

Best regards,

WISHART, NORRIS, HENNINGER  
& PITTMAN, P.A.

  
Timothy B. Gavigan

TBG  
Enclosures (2)

EFFECTIVE DATE  
11/30/97

FILED  
97 NOV 26 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
FORRESTER-SMITH, INC.  
INTO  
D,H&W, INC.

D,H&W, INC. (hereinafter the "Surviving Corporation"), a corporation organized under the laws of the State of Florida, pursuant to §§607.1104 and 607.1105(1), Florida Statutes, hereby submits these Article of Merger for the purpose of merging FORRESTER-SMITH, INC. (hereinafter the "Merging Corporation"), a corporation organized under the laws of the State of Florida, into the Surviving Corporation:

ARTICLE I

All the directors and shareholders of each of the Surviving Corporation and the Merging Corporation have approved this Merger.

ARTICLE II

The corporation to survive the Merger is D,H&W, INC., a Florida corporation.

ARTICLE III

The total number of shares of stock of all classes which the parties hereto have authority to issue, have issued, and have voted in favor of the Plan of Merger is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Number of Shares</u>		
		<u>Authorized</u>	<u>Issued</u>	<u>In Favor</u>
Merging Corporation	Common (\$5.00 par value)	500	225	225
Surviving Corporation	Common (no par value)	29,100	29,100	29,100

ARTICLE IV

The manner and basis of exchanging and converting the issued stock of Merging Corporation is as follows: Each share of issued and outstanding Common Stock (\$5.00 par value) of Merging Corporation shall, by virtue of the Merger, cease to exist and certificates representing such shares shall be canceled. Shares of Surviving Corporation Common Stock (no par value) outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock (no par value) of Surviving Corporation.

## ARTICLE V

The principal offices of Merging Corporation and Surviving Corporation are located in Riverview, Florida. Neither party to the Merger owns property the title to which could be affected by the recording of an instrument among the land records.

## ARTICLE VI

These Articles and the Plan of Merger were duly adopted and approved by the boards of directors and stockholders of Merging Corporation and Surviving Corporation, respectively, in each case by Written Consent of all directors and all stockholders dated the 29th day of December, 1997, in the manner and by the vote required by the Florida Statutes.

## ARTICLE VII

The Plan of Merger is as follows:

7.1 The Articles of Incorporation of Surviving Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Surviving Corporation and shall be changed and amended by the Merger to provide that the name of the Surviving Corporation be changed to: FORRESTER-SMITH, INC.

7.2 Surviving Corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors, or stockholders herein are subject to this reservation.

7.3 The Bylaws of Surviving Corporation, as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of Surviving Corporation until altered, amended, or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Article of Incorporation, or in the manner permitted by the applicable provisions of law.

7.4 The directors of Surviving Corporation as of the effective date of the Merger shall continue in office until the next Annual Meeting of the stockholders of Surviving Corporation. The number of directors of Surviving Corporation shall continue to be seven (7) and are the following persons: H. Wingfield Hughes, Betsey W. Hughes, Dorothy Hughes, James D. Hughes, Barbara W. Hughes, Susan H. Mosher, and James Heldreth.

7.5 The following officers of Surviving Corporation immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the board of directors of Surviving Corporation:

H. Wingfield Hughes	President
Betsey W. Hughes	Vice-President
Dorothy Hughes	Secretary
James D. Hughes	Treasurer

7.6 Each share of issued and outstanding Common Stock (\$5.00 par value) of Merging Corporation shall, by virtue of the Merger, cease to exist and certificates representing such shares shall be canceled. Shares of Surviving Corporation Common Stock (no par value) outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock (no par value) of Surviving Corporation.

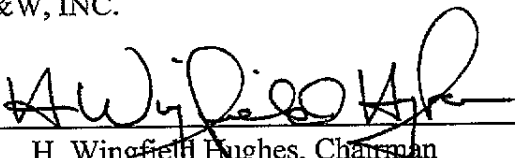
7.7 On the effective date of the Merger, the separate existence of Merging Corporation shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon Surviving Corporation, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by Surviving Corporation to evidence such transfer, vesting, or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of Merging Corporation by the last acting officers thereof, or by the corresponding officers of Surviving Corporation.

7.8 After approval of this Plan by the shareholders of Merging Corporation and Surviving Corporation, and at any time prior to the Merger's becoming effective, the board of directors of Surviving Corporation may, in their discretion, abandon the Merger.

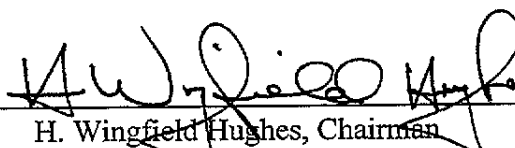
#### ARTICLE VIII

The Merger will become effective at 12:01 am/pm on November 30, 1997.

D,H&W, INC.

By:   
H. Wingfield Hughes, Chairman

FORRESTER-SMITH, INC.

By:   
H. Wingfield Hughes, Chairman