

P98000007872

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Edward J. Woerner & Sons, Inc.
merging w/ & into:
Woerner Holdings, Inc.

300002442693-1
-02/27/98-01050-037
****122.50 ****122.50

FILED
98 FEB 27 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

☐ Amendment
☐ Dissolution/Withdrawal

☒ Merger
☐ Mark
98 FEB 27 PM 2:40
RECEIVED
DIVISION OF CORPORATION
Filing

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation

☐ Other
☐ Change of P.A.
☐ Fictitious Name Filing
☐ CUS

☒ Certified Copy

☐ Photo Copies

☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem
☐ Will Wait

☐ After 4:30
☒ Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

FEB 27 1998
EFFECTIVE DATE
3-1-98

Thanks
Jeff

RECEIVED
98 FEB 27 PM 12:40
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

EDWARD J. WOERNER & SONS, INC., an Alabama corporation (Document #
P05541)

INTO

WOERNER HOLDINGS, INC., a Florida corporation, P98000007872

File date: February 27, 1998, effective March 1, 1998

Corporate Specialist: Louise Flemming-Jackson

EFFECTIVE DATE

3-1-98

STATE OF FLORIDA

SECRETARY OF STATE

ARTICLES OF MERGER FOR
EDWARD J. WOERNER & SONS, INC.,
AN ALABAMA CORPORATION
(THE "MERGING CORPORATION")
AND WOERNER HOLDINGS, INC.,
A FLORIDA CORPORATION
(THE "SURVIVING CORPORATION")

FILED

98 FEB 27 PM 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.1107 of the Florida Statutes, as amended, the undersigned being the Surviving Corporation in a merger hereby submits the following information:

1. The name of the surviving corporation is **WOERNER HOLDINGS, INC.**, a Florida corporation.
2. Attached hereto as Exhibit A and made a part hereof is an executed copy of the Plan of Merger.
3. The Plan of Merger was recommended by unanimous written consent of the Board of Directors of the Surviving Corporation on February 13, 1998 and was adopted by unanimous written consent of the shareholders of the Surviving Corporation on February 13, 1998. The Plan of Merger was recommended by unanimous written consent of the Board of Directors of the Merging Corporation on February 13, 1998 and was adopted by unanimous written consent of the shareholders of the Merging Corporation on February 13, 1998.
4. The effective date of this merger shall be March 1, 1998 and the effective time of the merger shall be 12:01 a.m.

Date: February 13, 1998

WOERNER HOLDINGS, INC.
(Name of Surviving Corporation)

By: Joseph R. Panzl
Joseph R. Panzl, Vice-President

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made and entered into as of February 13, 1998, by and among **EDWARD J. WOERNER & SONS, INC.**, an Alabama corporation (the "Merging Corporation") and **WOERNER HOLDINGS, INC.**, a Florida corporation (the "Surviving Corporation"), under the following circumstances:

A. The Surviving Corporation is a corporation duly organized and existing under the laws of the state of Florida and has authorized one hundred (100) common shares with a par value of one cent (\$0.01) per share, of which one hundred (100) shares are currently issued and outstanding.

B. The Merging Corporation is a corporation duly organized and existing under the laws of the state of Florida and has forty (40) common shares currently issued and outstanding.

C. The Board of Directors of each corporation which is a party to this Plan has recommended adopting this Plan by unanimous written consent. The shareholders of each constituent corporation are identical and each shareholder owns an identical percentage interest in each of the constituent corporations. The shareholders of each constituent corporation have approved this Plan by unanimous written consent.

NOW, THEREFORE, in consideration of the promises and agreements herein contained, the parties hereto agree as follows:

1. The Merging Corporation shall be merged into the Surviving Corporation. The name of the Surviving Corporation shall continue to be **WOERNER HOLDINGS, INC.**, a Florida corporation.

2. On the effective date of the merger, the Merging Corporation shall be merged into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue in existence, and without the necessity of other transfer or assumption, shall succeed to and possess all of the assets, properties, amenities, powers, franchises, and authority of a public as well as a private nature, and assume and be subject to all of the liabilities, obligations, debts and duties of the Merging Corporation and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted as if the merger has not taken place or the Surviving Corporation may be substituted in its place, all without further act or deed.

3. On the effective date of the merger, all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to the Merging Corporation shall be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in the Merging Corporation shall be vested in the Surviving Corporation without revision or impairment.

Notwithstanding the foregoing, if at any time the Surviving Corporation shall consider or be advised that further assignments, conveyances or assurances are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Merging Corporation as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances, and do all things necessary or proper to carry out the provisions hereof.

4. The merger shall become effective at 12:01 a.m. on March 1, 1998.

5. The Articles of Incorporation of the Surviving Corporation and the By-Laws of the Surviving Corporation shall remain in effect until amended or changed as provided in such Articles or such By-Laws.

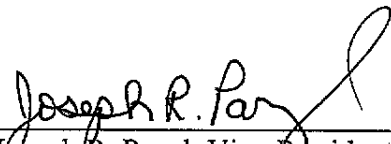
6. The terms of the merger, the mode of carrying them into effect and the manner and basis for canceling the shares of the Merging Corporation shall be as follows:

(a) At the effective date of this merger, each of the shares of the Surviving Corporation issued and outstanding immediately prior to the effective date of this merger shall, on and immediately after the effective date of the merger, remain issued and outstanding, with no change in the holder, terms or conditions affected by the merger.

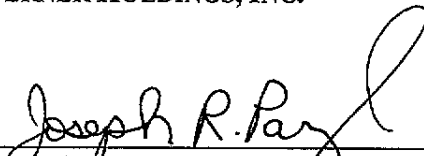
(b) At the effective date of this merger, each common share of the Merging Corporation which is outstanding shall be deemed surrendered by the shareholder owning such share for cancellation.

IN WITNESS WHEREOF, the parties have caused this Plan to be signed in their corporate names as of the date and year first above written.

EDWARD J. WOERNER & SONS, INC.

By: 
Joseph R. Panzl, Vice-President

WOERNER HOLDINGS, INC.

By: 
Joseph R. Panzl, Vice-President