

# P98000020166

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

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800002458028--6

-03/16/98--01064--006

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Ray and Claude Goodwin, Inc.

merging into:

Goodwin Acquisition Corp.

☐ Profit  
☐ NonProfit  
☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

MAR 16 1998

Thanks,  
Jeff

3/16  
Jeff  
Merger

RECEIVED  
98 MAR 16 PM 12:10  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

RAY AND CLAUDE GOODWIN, INC., a Florida corporation, 369695

INTO

GOODWIN ACQUISITION CORP. which changed its name to

**RAY AND CLAUDE GOODWIN, INC.**, a Florida corporation, P98000020166.

File date: March 16, 1998

Corporate Specialist: Joy Moon-French

**ARTICLES OF MERGER  
OF  
RAY AND CLAUDE GOODWIN, INC.  
INTO  
GOODWIN ACQUISITION CORP.**

**FILED**  
98 MAR 16 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Goodwin Acquisition Corp. (the "Parent" or "Surviving Corporation") is a corporation organized under the laws of the State of Florida, owning 100 percent of the shares of Ray and Claude Goodwin, Inc. (the "Merged Corporation"), a corporation organized under the laws of the State of Florida.

SECOND: The Plan of Merger, attached as Annex A, was adopted by the Board of Directors of Parent on March 13, 1998.

THIRD: The pro-rata issuance of shares of the Merged Corporation to the holders of the shares of the Surviving Corporation upon surrender of any certificates therefor is provided for in the Plan of Merger.

FOURTH: Shareholder consent to the merger is unnecessary because the Merged Corporation is the wholly-owned subsidiary of the Surviving Corporation.

SIXTH: The effective date of the merger is the date of filing the Articles of Merger.

SEVENTH: The articles of incorporation, bylaws, and officers and directors of Parent shall remain the articles of incorporation, bylaws, and officers and directors of the Surviving Corporation. The amendment to the articles of incorporation of the Surviving Corporation is as follows:

"The name of the Corporation is changed to 'Ray and Claude Goodwin, Inc.' "

Signed this 13th day of March, 1998.

**GOODWIN ACQUISITION CORP.**  
(Surviving Corporation)

By: J. Patrick Millinor Jr.  
J. Patrick Millinor, Jr.  
President

**RAY AND CLAUDE GOODWIN, INC.** (Merged  
Corporation)

By: J. Patrick Millinor Jr.  
Name: J. Patrick Millinor, Jr.  
Title: President

## ANNEX A

### SUMMARY OF AGREEMENT AND PLAN OF MERGER

In accordance with Section 607.1101 *et seq.* of the Florida Business Corporation Act, the following is a summary of the Agreement and Plan of Merger dated March 12, 1998, by and among Group Maintenance America Corp., Goodwin Acquisition Corp., Ray and Claude Goodwin, Inc., and the holders of the outstanding capital stock of Ray and Claude Goodwin, Inc.:

**Parent Corporation:** Goodwin Acquisition Corp. ("Parent")

**Subsidiary Corporation:** Ray and Claude Goodwin, Inc. ("Company")

**Surviving Corporation:** Parent

**The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or into money or other property in whole or part:**

As of the Effective Time, by virtue of the Merger and without further action on the part of any holder of shares of Company Common Stock or any holder of shares of capital stock of Parent:

Each share of capital stock of Parent issued and outstanding at the Effective Time shall remain outstanding and shall be unchanged at and after the Merger and immediately following the Effective Time shall constitute all of the issued and outstanding capital stock of the Parent.

All shares of Company Common Stock that are owned by any of its subsidiaries or that are authorized, but unissued, shall be canceled and retired and shall cease to exist and no stock of the Parent or other consideration shall be delivered in exchange therefor.

Each share of Company Common Stock shall be converted into the right to receive certain numbers of shares of Common Stock of the parent of Parent, Group Maintenance America Corp. and cash.

**Amendments to the Articles of Incorporation to be effected by the Merger:**

The name of the surviving corporation will be changed to "Ray and Claude Goodwin, Inc."