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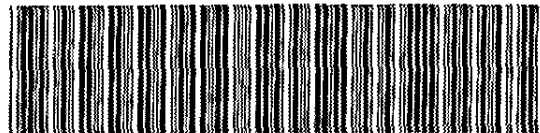
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**CRAMER, MULTHAUF & HAMMES, LLP**  
A WISCONSIN LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AT LAW

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John M. Remmers

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January 6, 2004

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: American Carbon Co.

Dear Ladies/Gentlemen:

Enclosed please find an original and one copy of Articles of Merger for the above-referenced corporation. Please file this in your usual manner. I would ask that you please file stamp the copy evidencing filing and return it to me in the enclosed self-addressed stamped envelope.

I am also enclosing herewith a check in the amount of \$70.00 for your filing fees.

Thank you for your anticipated cooperation.

Very truly yours,

  
John M. Remmers

JMR:ks  
Enclosures

**ARTICLES OF MERGER**  
**OF**

**AMERICAN CARBON CO., a corporation organized and existing under the laws of the**  
**state of Florida, and AMERICAN CARBON CO., a corporation organized and existing**  
**under the laws of the state of Florida**

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ALLAHASSEE, FLORIDA

Pursuant to an Informal Action of the Board of Directors and all of the Stockholders of American Carbon Co., a corporation organized and existing under the laws of the State of Florida, and American Carbon Co., a corporation organized and existing under the laws of the State of Wisconsin, which actions were taken pursuant to the provisions of Sections 607.0704 and 607.0821 of the Florida Statutes and Sections 180.0704 and 180.0821 of the Wisconsin Statutes, both corporations adopted the following Plan of Merger pursuant to Section 607.1103 of the Florida Statutes and Section 180.1103 of the Wisconsin Statutes, by written consent signed by all of the Stockholders and Directors of said corporations on January 6, 2004.

1. Surviving Corporation. The name of the corporation, which hereinafter shall be referred to as the surviving corporation, shall, from and after the effective date of the Merger, be "American Carbon Co.", a corporation organized and existing under the laws of the State of Wisconsin.

2. Merged Corporation. The name of the corporation which shall be merged into American Carbon Co., as of the effective date of the Merger, is "American Carbon Co.", a corporation organized and existing under the laws of the State of Florida.

3. Capitalization of Surviving Corporation. American Carbon Co. is a corporation duly organized and existing under the laws of the State of Wisconsin, having been incorporated on September 19, 2003, and having authorized capital stock consisting of nine thousand (9,000) shares, all of which are no par value voting common stock, of which nine thousand (9,000) shares are issued and outstanding.

4. Capitalization of Merged Corporation.  
American Carbon Co. is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on April 8, 1998, and having authorized capital stock consisting of one thousand (1,000) shares, all of which are no par value voting common stock, of which one thousand (1,000) shares are issued and outstanding.

5. Purposes of Surviving Corporation. The surviving corporation shall carry on such business pursuits as are permitted pursuant to the provisions of the Wisconsin Business Corporation Act.

6. Articles of Incorporation and By-Laws of Surviving Corporation. The Articles of Incorporation and By-Laws of American Carbon Co., a corporation organized and existing under the laws of the State of Wisconsin, as they shall exist upon the effective date of the Merger, shall be and remain and continue to be the Articles of Incorporation and By-Laws of the surviving corporation until they shall be altered, amended or repealed as therein provided.

7. Directors and Officers of the Surviving Corporation.

A. All persons who are Directors of American Carbon Co., a corporation organized and existing under the laws of the State of Wisconsin, on the effective date of Merger, shall be and remain and continue to be Directors of the surviving corporation; such Directors shall hold office until the first annual meeting of the Stockholders of the surviving corporation after the effective date of the Merger, provided, however, that if any vacancy shall exist in the Board of Directors of the surviving corporation for any reason whatsoever, such vacancy may be filled by the Board of Directors of the surviving corporation as provided in the By-Laws of the surviving corporation.

B. All persons who, upon the effective date of the Merger, are executive or administrative officers of American Carbon Co., a corporation organized and existing under the laws of the State of Wisconsin, shall be and remain and continue to be the officers of the surviving corporation, subject to the provisions of the By-Laws of the surviving corporation.

8. Effective Date of Merger. The Merger herein provided for shall become effective, and the separate existence of the merged corporations shall cease, as of the date these Articles of Merger are filed.

9. Conversion of Shares. Immediately upon the effective date of the Merger as provided for herein, each Stockholder of the surviving corporation and each Stockholder of the merged corporation shall surrender his or her shares to the Secretary of the surviving corporation who shall cancel, retire, and eliminate said shares, and the Secretary of the surviving corporation shall issue a total of nine thousand (9,000) shares to the Shareholders of record of American Carbon Co., a corporation organized and existing under the laws of the State of Wisconsin, as of the date the

Plan of Merger was approved, the number of shares equal to the product of nine thousand (9,000) shares multiplied by each such Shareholder's average percentage ownership interest in the stockholdings of American Carbon Co., a corporation organized and existing under the laws of the State of Florida, and American Carbon Co., a corporation organized and existing under the laws of the State of Wisconsin.

10. Effective Merger. Upon this Merger becoming effective:

A. The surviving corporation shall possess all the rights, privileges, powers and franchises which are public or private in nature, shall be subject to all the restrictions, disabilities, obligations, and duties of the merged corporation, except as herein provided, and except as otherwise provided by law;

B. The surviving corporation shall be vested with all property, real, personal, or mixed, and all debts due to the merged corporation on whatever account as well as all other things in action or belonging to the merged corporation; and

C. All property, rights, privileges, powers, and franchises of the merged corporations shall be thereafter effectively the property of the surviving corporation to the same extent as they were of the merged corporation, and all rights of the creditors and liens upon any property of the merged corporation shall be preserved or retained, provided, however, that any such liens upon the property shall be to the property affected by such liens immediately prior to the effective date of the Merger; and all debts, liabilities, obligations, and duties of the merged corporation shall thence forth attach to the surviving corporation to the same extent as if such debts, liabilities, obligations, and duties have been incurred or contracted by it.

11. Life of Surviving Corporation. The surviving corporation shall have perpetual existence.

12. Merger Vote.

A. As to American Carbon Co., a corporation organized and existing under the laws of the State of Wisconsin, which corporation has nine thousand (9,000) shares of voting common stock issued and outstanding, such shares being the only class of stock authorized for issuance, nine thousand (9,000) votes were cast in favor of the Plan of Merger.

B. As to American Carbon Co., a corporation organized and existing under the laws of the State of Florida, which corporation has one thousand (1,000) shares of voting common stock issued and outstanding, such shares being the only class of stock authorized for issuance, one thousand (1,000) votes were cast in favor of the Plan of Merger.

Executed in triplicate on this 06 day of January, 2004.

AMERICAN CARBON CO., a corporation organized and existing under the laws of the State of Florida

By:   
President

By:   
Secretary

AMERICAN CARBON CO., a corporation organized and existing under the laws of the State of Wisconsin

By:   
President

By:   
Secretary

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