

P98000084925

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merget

5/5/17

DC



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 21, 2017

MICHAEL A. SCOTT, ESQ.  
THE DORCEY LAW FIRM, PLC  
10181 SIX MILE CYPRESS PARKWAY, SUITE C  
FT. MYERS, FL 33966

SUBJECT: CONSUMER ROOFING INC  
Ref. Number: P98000084925

We have received your document and check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

SECTION FOURTH: (B) STATES THAT THE ARTICLES OF ORGANIZATION SHALL BECOME THE ARTICLES OF INCORPORATION FOR THE SURVIVING CORPORATION. IF YOU WISH TO MAKE CHANGES TO THE ARTICLES OF INCORPORATION FOR THE SURVIVING CORPORATION, PLEASE ATTACH THE AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR THE CORPORATION. ARTICLES OF ORGANIZATION FOR A LLC IS NOT THE SAME AS ARTICLES OF INCORPORATION FOR A CORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell  
Regulatory Specialist II Supervisor

Letter Number: 117A00007799

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CONSUMER ROOFING, INC.

\_\_\_\_\_  
Name of Surviving Party

Please return all correspondence concerning this matter to:

MICHAEL A. SCOTT, ESQ

\_\_\_\_\_  
Contact Person

THE DORCEY LAW FIRM, PLC

\_\_\_\_\_  
Firm/Company

10181 SIX MILE CYPRESS PARKWAY, SUITE C

\_\_\_\_\_  
Address

FORT MYERS, FL 33966

\_\_\_\_\_  
City, State and Zip Code

MIKE@DORCEYLAW.COM

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)


For further information concerning this matter, please call:

MIKE SCOTT

at ( 239 ) 418-0169

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code and Daytime Telephone Number

 Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

FILED  
2011 MAY -3 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
AGCRFG, LLC	FLORIDA	LLC
CONSUMER ROOFING, LLC	FLORIDA	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CONSUMER ROOFING, INC.	FLORIDA	S-CORP

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

\_\_\_\_\_

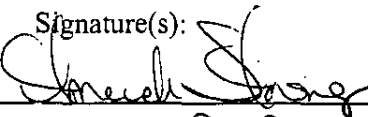


\_\_\_\_\_

\_\_\_\_\_

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

- a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CONSUMER ROOFING, LLC		AMANDA STRONG, MGF
AGCRFG, LLC		ALAN CITRO, MGRM
CONSUMER ROOFING, INC.		ALAN CITRO, PRES

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CONSUMER ROOFING, LLC	FLORIDA	LLC
AGCRFG, LLC	FLORIDA	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CONSUMER ROOFING, INC	FLORIDA	S-CORP

**THIRD:** The terms and conditions of the merger are as follows:

Consumer Roofing, LLC, AGCRFG, LLC and Consumer Roofing, Inc. desire to merge their respective

businesses into one surviving business to be operated as Consumer Roofing, Inc., and in furtherance of

that desire enter into this Agreement and Plan of Merger

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

On the effective date, each issued and outstanding membership interest of Consumer Roofing, LLC  
and AGCRFG, LLC common membership interest shall be converted into shares of Consumer Roofing, Inc  
and shares will be issued into certificates in such denominations as are necessary to make the contemplated  
exchange.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

On the effective date, Consumer Roofing, LLC and AGCRFG, LLC shall merge into Consumer Roofing,  
Inc., and the Articles of Incorporation and Bylaws of Consumer Roofing, Inc. shall remain the governing  
documents of Consumer Roofing, Inc., as the surviving corporation.

*(Attach additional sheet if necessary)*



**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

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*(Attach additional sheet if necessary)*

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*