

## Florida Department of State

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### MERGER OR SHARE EXCHANGE AMERICAN SAFETY COUNCIL, INC.

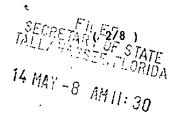
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MAY - 9 2014 T. CARTER



## ARTICLES OF MERGER OF AMERICAN SAFETY ACQUISITION CORPORATION WITH AND INTO AMERICAN SAFETY COUNCIL, INC.

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Stantes.

FIRST: The name and jurisdiction of the aurylving corporation is:

Name

**Jurisdiction** 

Document No.

American Safety Council, Inc.

Florida

P98000094594

SECOND: The name and jurisdiction of the merging corporation is:

Name

Jurisdiction

Document No.

American Safety Acquisition Corporation

Florida

P14000030926

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective as of 12:01 a.m. on May 9, 2014.

FIFTH: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on May 8, 2014 and no other approval was required.

<u>SIXTH</u>: The Plan of Merger was adopted by the board of directors of the merging corporation on May 8, 2014 and shareholder approval was not required.

(SIGNATURE PAGE FOLLOWS)

By:

ey Pairan, Chief Executive Officer

AMERICAN SAFETY ACQUISITION CORPORATION,

a Florida corporation, Merging Corporation

By:

W. Edwin McMahan, Secretary

y: Jeffrey Pairan, Chief Executive Officer

AMERICAN SAFETY ACQUISITION CORPORATION, a Florida corporation, Merging Corporation

By: W. Edwin McMahan, Storetary

# PLAN OF MERGER OF AMERICAN SAFETY ACQUISITION CORPORATION WITH AND INTO AMERICAN SAFETY COUNCIL, INC.

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes.

FIRST: The name and jurisdiction of the <u>parent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name

Jurisdiction

American Safety Acquisition Corporation

**Florida** 

SECOND: The name and jurisdiction of the substdiary corporation is:

Name

**Jurisdiction** 

American Safety Council, Inc.

Florida

#### THIRD:

- A. The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, are as follows:
  - 1. Each share of American Safety Acquisition Corporation outstanding immediately prior to the effective date shall at the effective date, by virtue of the merger and without any action on the part of the holder thereof, be converted into fifty (50) shares validly issued and outstanding shares of American Safety Council, Inc. Each share of American Safety Council, Inc. outstanding immediately prior to the effective date shall at the effective date, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and of no further force or effect.
  - The stock transfer books of American Safety Acquisition Corporation shall be closed
    as of the close of business on the effective date of the merger and no transfer of
    record of any of the shares shall take place thereafter.
- B. The rights (if any) to acquire interests, shares, obligations or other securities of American Safety Acquisition Corporation, as of the effective date, by virtue of the merger and without any action by any party or holder, shall be converted into rights to acquire the proportionate amount of interests, shares, obligations or other securities of American Safety Council, Inc. as of the effective date.

FOURTH: The merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; therefore, the provision for the pre rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows: Each share of American Safety Acquisition Corporation outstanding and held by its sole shareholder immediately prior to the effective date shall at the effective date, by virtue of the merger and without any action on the part of the holder thereof, be converted into fifty (50) shares of American Safety Council, Inc.

### KIKTH: Other provisions, if any, relating to the merger:

- A: From time to time, as and when required by American Safety Council, Inc., or by its successors or assigns, there shall be executed and delivered on behalf of American Safety Acquisition Corporation, such deeds and other instruments, and there shall be taken or caused to be taken by it all such flutther and other action as shall be appropriate or necessary to vest, perfect, or confirm, of record or otherwise, in American Safety Council, Inc. the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of American Safety Acquisition Corporation, and otherwise carry out the purposes of this Agreement; and the officers and directors of American Safety Council, Inc. are fully authorized, in the name and on behalf of American Safety Acquisition Corporation or otherwise, to take any and all such action and to execute and deliver any and all such deeds and instruments.
- B. Subject to applicable law, this Plan of Merger may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the effective time with respect to any of the terms contained herein. At any time prior to the effective time, this Plan of Merger may be terminated and the merger may be abandoned by the shareholders or Board of Directors of either American Safety Council, Inc. or American Safety Acquisition Corporation, or both, in their sole discretion.
- C. In order to facilitate the filing and recording of this Plan of Merger, this Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original and such counterparts shall together constitute one and the same instrument.

[Signature Page Follows]

Bv:

ffrey Pairan, Chief Executive Officer

AMERICAN SAFETY ACQUISITION CORPORATION, a Florida corporation, Merging Corporation

By:

W. Edwin McMahan, Secretary

Ву:\_\_\_\_\_

Jeffrey Pairan, Chief Executive Officer

AMERICAN SAFETY ACQUISITION CORPORATION, a Florida corporation, Merging Corporation

Ву:

W. Edwin McMahan, Secretary