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December 31, 2001

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Pennfield Supply Corp. and Hall Industries, Ltd. into Murray Plastics, Inc

**P98000101932**

**Filing Evidence**

☒ Filing/Confirmation Copy

☒ Certified Copy

**Retrieval Request**

☐ Photocopy

☐ Certified Copy

**Type of Document**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2001 DEC 31 PM 12:38

NEW FILINGS	
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<input type="checkbox"/>	Non Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Other

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\*\*\*\*113.75 \*\*\*\*113.75

Merger  
LFS  
12-31-01

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PENNFIELD SUPPLY CORP., a Florida corporation (Document  
#P98000101932)

HALL INDUSTRIES, LTD., a New York corporation (not qualified to transact  
business in Florida)

INTO

**MURRAY PLASTICS, INC.**, a Georgia entity not qualified in Florida

File date: December 31, 2001

Corporate Specialist: Louise Flemming-Jackson

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Murray Plastics, Inc.

State of Georgia

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Pennfield Supply Corp.

State of Florida

Hall Industries, Ltd.

State of New York

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 01 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 26, 2001.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 26, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Murray Plastics, Inc.

W. L. R. Hall

William R. Hall, President

Pennfield Supply Corp.

Vol. 2 R H

William R. Hall, President

Hall Industries, Ltd.

W. R. Hall

William R. Hall, President

## PLAN OF MERGER

Plan of Merger dated December 26, 2001 by and among **Murray Plastics, Inc.**, a Georgia corporation (the "Surviving Corporation"), **Pennfield Supply Corp.**, a Florida corporation ("Pennfield") and **Hall Industries, LTD**, a New York corporation ("Hall").

The Surviving Corporation is a corporation organized and existing under and by virtue of the laws of Georgia. Pennfield is a corporation organized and existing under and by virtue of the laws of Florida. Hall is a corporation organized and existing under and by virtue of the laws of New York.

The board of directors of the Surviving Corporation, Pennfield and Hall, the parties to this Agreement, deem it desirable and in the best interests of the corporations and their shareholders that Pennfield and Hall be merged into the Surviving Corporation.

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions set forth below, the constituent corporations agree as follows:

1. The names of the constituent corporations are Murray Plastics, Inc., Pennfield Supply Corp. and Hall Industries, LTD.
2. The name of the Surviving Corporation is Murray Plastics, Inc..
3. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights are as follows:

### MURRAY PLASTICS, INC.

Outstanding Shares:

to		Classes and series	Classes and series entitled
<u>Designation</u>	<u>Number</u>	<u>Entitled to Vote</u>	<u>Vote as a Class</u>
Voting Common	100	100 Outstanding	100 Issued and

# **PENNFIELD SUPPLY CORP.**

Outstanding Shares:

<u>Designation</u>	<u>Number</u>	<u>Classes and series Entitled to Vote</u>	<u>Classes and series entitled to Vote as a Class</u>
Voting Common Shares	152	152 Issued and Outstanding Voting Common Shares	152 Issued and Outstanding Voting Common Shares
Nonvoting Common Shares	848	848 Issued and Outstanding Shares	848 Issued and Outstanding Shares

# **HALL INDUSTRIES, LTD.**

Outstanding Shares:

<u>Designation</u>	<u>Number</u>	<u>Classes and series Entitled to Vote</u>	<u>Classes and series entitled to Vote as a Class</u>
Voting Common Shares	69,095	69,095 Issued and Outstanding Voting Common Shares	69,095 Issued and Outstanding Voting Common Shares
Nonvoting Common Shares	55,303	55,303 Issues and Outstanding Shares	55,303 Issued and Outstanding Shares

4. Upon the effective date of the merger, the separate corporate existences of Pennfield and Hall shall cease, and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and the Surviving Corporation shall become subject to all the liabilities, obligations and penalties of the constituent corporations.

5. The purposes, county where the principal office for the transaction of business shall be located, number of directors, and capital stock of the Surviving Corporation shall be as appears in the certificate of incorporation of the Surviving Corporation.

6. The bylaws of the Murray Plastics, Inc., as in effect on the effective date, shall be the bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new bylaws are adopted as provided in those bylaws.

7. The names and addresses of the persons who shall constitute the board of directors of the Surviving Corporation, and who shall hold office until the first annual meeting of the shareholders of the Surviving Corporation are as follows:

- (a) William R. Hall, Sole Shareholder and Director  
4356 Falcon Crest Drive  
Flowery Branch, Georgia 30566
- (b) Richard S. Hall, Director  
280 Estrellita Drive  
Fort Meyers Beach, Florida 33931

8. The method of converting the shares of the constituent corporations into shares of the Surviving Corporation shall be as follows:

- a) Each common share, voting and nonvoting, having no par value per share of Pennfield and of Hall issued and outstanding on the effective date of the merger shall be converted to one one thousandth (.001) common share having no par value per share of the Surviving Corporation;
- b) Each common share having no par value per share of Pennfield and of Hall issued and outstanding on the effective date of the merger shall be changed and converted into one one thousandth (.001) common share having no par value of the Surviving Corporation, which common shares of the Surviving Corporation shall then be issued and outstanding;
- c) Any and all shares of voting common stock of of Pennfield and of Hall held by Pennfield or by Hall in their respective treasuries on the effective date of the merger shall immediately be surrendered to the Surviving Corporation for cancellation, and no shares of the Surviving Corporation shall be issued or issuable in return for those shares;
- d) After the effective date of the merger, holders of certificates for common shares in of Pennfield and of Hall shall surrender them to the Surviving Corporation, or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of the share certificates, the Surviving Corporation shall issue in exchange therefor a certificate of common shares in the Surviving Corporation representing the number of shares to which the holder shall be entitled as set forth above; and
- e) In addition, the holders of such certificates shall be entitled to receive any

dividends on such common shares of the Surviving Corporation which may have been declared and paid between the effective date of the merger and the issuance to the holders of the certificate of common shares. Holders of certificates of common shares of Pennfield and of Hall shall not be entitled to dividends payable on shares in the Surviving Corporation unless and until the holders of the certificates have been issued certificates of common shares in the Surviving Corporation as provided above.

9. No one of Murray, Hall or the Surviving Corporation, shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this agreement.



10. This merger agreement shall be submitted to the shareholders of the constituent corporations for their approval in the manner provided by the applicable laws of Georgia, Florida and New York, at a meeting to be held on or before December 31, 2001, or at such other time as the boards of directors of the constituent corporations shall agree.

11. The directors of either constituent corporation may, in their discretion, abandon this merger, subject to the rights of third parties under the contracts relating to it, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

13. The effective date of the merger shall be the later of December 31, 2001, or the date on which Certificates of Merger are filed in the appropriate offices in Georgia, Florida and New York.

14. This plan of merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties to this agreement have caused this plan of merger to be executed by their respective officers and directors and have caused their respective corporate seals to be impressed on this agreement on this     th day of December, 2001.

MURRAY PLASTICS, INC.

PENNFIELD SUPPLY CORP..

By: William R. Hall  
William R. Hall, President  
and Sole Shareholder

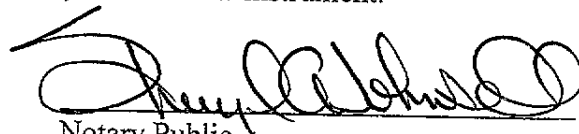
By: William R. Hall  
William R. Hall, President  
and Sole Shareholder

HALL INDUSTRIES, LTD.

By: William R. Hall  
William R. Hall, President  
and Sole Shareholder

STATE OF :  
COUNTY OF : ss.

On the 28 day of December, 2001 before me, the undersigned, personally appeared William R, Hall, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
Notary Public

Notary Public, Hall County, Georgia  
My Commission Expires June 5, 2005