

P99000093759

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(City/State/Zip/Phone #)

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(Business Entity Name)

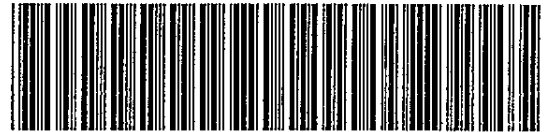
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FILED
US JAN 21 AM 11:00
TALLAHASSEE, FLORIDA
STATE

1 1/2 6/05
Merger.

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: G&D CONSTRUCTORS INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles R. GRINDROD
(Name of person)

G&D CONSTRUCTORS INC.
(Name of firm/company)

P.O. Box 39
(Address)

Geneva, Florida 32732
(City/state and zip code)

For further information concerning this matter, please call:

Charles R. GRINDROD at (407) 435-5675
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>G & D CONSTRUCTORS, INC.</u>	<u>Florida</u>	<u>P99000093759</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Southeastern Site Installation INC.</u>	<u>Florida</u>	<u>P02000095857</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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05 JAN 21 AM 11:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

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 1 / 17 / 05 (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 1-17-05.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 1-17-05 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 1-17-05.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 1-17-05 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

G&D CONSTRUCTORS INC.

Charles R. Grindrod

Charles R. GRINDROD President

Southeastern Site Installation Inc.

Charles R. Grindrod

Charles R. GRINDROD President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

G&D CONSTRUCTORS INC.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Southeastern Site Installation INC

Florida

Third: The terms and conditions of the merger are as follows:

All ASSETS OF Southeastern Site Installation To be Transferred TO
G&D CONSTRUCTORS INC.

All Debts (if any) TO be Transferred from Southeastern Site Installation INC
TO G&D CONSTRUCTORS INC.

AS OF 1-17-05

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All SHARES OF Southeastern Site Installation INC shall be Transferred TO
G&D CONSTRUCTORS INC.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

There are NO AMENDMENTS TO the articles of Incorporation for G&D CONSTRUCTORS.

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A