

Division of Corporations

**S11064**

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**MERGER OR SHARE EXCHANGE**

**FORRISTALL ENTERPRISES, INC.**

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**EXAMINER**

# FAX

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**ARTICLES OF MERGER  
OF  
FORRISTALL ROLL-OFF SERVICES, INC.  
WITH AND INTO  
FORRISTALL ENTERPRISES, INC.**

FORRISTALL ENTERPRISES, INC., a Florida corporation ("ENTERPRISES"), hereby delivers to the Florida Department of State for filing the following Articles of Merger for the merger of FORRISTALL ROLL-OFF SERVICES, INC., a Florida corporation ("ROLL-OFF"), with and into ENTERPRISES. ENTERPRISES shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").
3. Action by the shareholders of ENTERPRISES on this Plan of Merger is not required because the Articles of Incorporation of ENTERPRISES will not differ from its Articles before the merger, and each shareholder of ENTERPRISES whose shares were outstanding immediately prior to the Effective Date of the merger, will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the merger.
4. The foregoing Plan of Merger was:
  - (a) Approved by the board of directors of ENTERPRISES by written consent of all directors effective as of July 30, 2009;
  - (b) Approved by written consent of the shareholders of ENTERPRISES, who were entitled to vote on such Merger, effective as of July 30, 2009, even though not legally required;
  - (c) Approved by the board of directors of ROLL-OFF and recommended to its shareholders by written consent of all of its directors effective as of July 30, 2009; and
  - (d) Approved by written consent of the shareholders of ROLL-OFF, who were entitled to vote on such Merger, effective as of July 30, 2009.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Date.

**FORRISTALL ROLL-OFF SERVICES, INC.,**  
a Florida corporation


By: Mary Forristall  
Mary Forristall  
As its President

(Signatures continue on following page)

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*(Continuation of signature page to Articles of Merger)*

**FORRISTALL ENTERPRISES, INC.,**  
a Florida corporation

By:   
Mary Forristall  
As its President

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Exhibit A

PLAN OF MERGER  
OF  
FORRISTALL ROLL-OFF SERVICES, INC.  
WITH AND INTO  
FORRISTALL ENTERPRISES, INC.

1. The names of the corporations planning to merge are FORRISTALL ROLL-OFF SERVICES, INC., a Florida corporation ("ROLL-OFF"), and FORRISTALL ENTERPRISES, INC., a Florida corporation ("ENTERPRISES"). On the Effective Date of the Merger, subject to and upon the terms and conditions of this Plan of Merger (the "Plan") and in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act"), ROLL-OFF will be merged with and into ENTERPRISES, and the separate corporate existence of ROLL-OFF will cease and ENTERPRISES will continue as the surviving corporation (the "Merger").

2. The Merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. On the Effective Date of the Merger, the effect of such Merger will be as provided in this Plan and the applicable provisions of the Act. Without limiting the generality of the foregoing, on the Effective Date of the Merger, all properties, rights, privileges and powers of ROLL-OFF will vest in ENTERPRISES, as the surviving corporation, and all liabilities and obligations of ROLL-OFF will become the liabilities and obligations of ENTERPRISES, as the surviving corporation.

4. The Articles of Incorporation and the Amended and Restated Bylaws of ENTERPRISES, as the surviving corporation in such Merger, will not differ from its Articles of Incorporation and Amended and Restated Bylaws in effect immediately prior to the Effective Date of the Merger.

5. Each person who is a director or officer of ENTERPRISES immediately prior to the Effective Date of the Merger will continue to be a director or officer of ENTERPRISES, the surviving corporation in the Merger, from and after the Effective Date of the Merger and will serve in such capacity until his or her respective successor is duly elected or appointed, or until his death, resignation or removal.

6. On the Effective Date of the Merger, by virtue of the Merger and without any action on the part of any shareholder of ROLL-OFF, each share of common stock of ROLL-OFF, issued and outstanding immediately prior to the Effective Date of such Merger, will be canceled without payment of consideration of any kind therefor, and no shareholder of ROLL-OFF, by virtue of the Merger, shall have the right to acquire shares, obligations or other securities in ENTERPRISES.

7. Each shareholder of ENTERPRISES, whose shares were issued and outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

8. This Plan has been submitted to and approved by the directors and shareholders of ROLL-OFF.

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9. This Plan has been submitted to and approved by the shareholders and directors of ENTERPRISES, even though action by the shareholder of ENTERPRISES on this Plan is not required because the Articles of Incorporation of ENTERPRISES will not differ from its Articles before the merger, and each shareholder of ENTERPRISES, whose shares were outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the Merger.

10. The board of directors of each constituent corporation is hereby authorized to amend this Plan at any Date prior to the Effective Date of the Merger, to the extent permitted by law.

11. There are no other terms or conditions to the merger.

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