

514142

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

FILED
00 FEB 29 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- W C ROLL CONSTRUCTION INC

2- _____

3- _____

4- _____

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
99 DEC 30 AM 11:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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-12/30/99--01062--019
*****78.75 *****78.75

G. COULLETTE FEB 29 2000

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 3, 2000

ATTORNEYS TITLE

TALLAHASSEE, FL

SUBJECT: W.C. ROLL CONSTRUCTION COMPANY
Ref. Number: S14142

We have received your document for W.C. ROLL CONSTRUCTION COMPANY and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 200A00000009

RECEIVED
00 FEB 29 AM 9:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

ARTICLES OF MERGER
Merger Sheet

MERGING:

R & W CONCRETE CONSTRUCTION, INC., a Florida corporation,
P94000078240 =

INTO

W.C. ROLL CONSTRUCTION COMPANY, a Florida entity, S14142

File date: February 29, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF

W. C. ROLL CONSTRUCTION COMPANY

FILED
00 FEB 29 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida General Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into W. C. ROLL CONSTRUCTION COMPANY.

1. The undersigned corporations, being validly and legally formed under the laws of the State of Florida, adopted a Plan of Merger on December 29, 1999. The Plan of Merger was adopted pursuant to the provisions of Florida Statute 607.

2. The names of the corporations which are parties to the within merger are R & W CONCRETE CONSTRUCTION, INC. and W.C. ROLL CONSTRUCTION COMPANY. W.C. ROLL CONSTRUCTION COMPANY is the surviving corporation.

3. The Plan of Merger was approved on December 29, 1999 by the shareholders and the Board of Directors of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act.

4. The Plan of Merger became effective December 29, 1999.

5. No changes in the Articles of Incorporation of the surviving corporation have been made.

6. The Plan of Merger was adopted by the shareholders and Board of Directors of R & W CONCRETE CONSTRUCTION, INC.

7. The Plan of Merger was adopted by the shareholders and Board of Directors of W.C. ROLL CONSTRUCTION COMPANY.

8. The Plan of Merger, a copy of which is attached, calls for the conversion of the shares of the common stock of R & W CONCRETE CONSTRUCTION, INC. into shares of the common stock of W.C. ROLL CONSTRUCTION COMPANY.

Dated December 29, 1999.

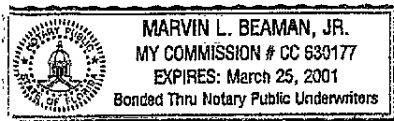
R & W CONCRETE CONSTRUCTION, INC.

By:


William C. Roll, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of December, 1999 by William C. Roll the President of R & W CONCRETE CONSTRUCTION, INC. who is personally known to me or has produced Florida Driver's License or _____ as identification.



Notary Public
MARVIN L. BEAMAN, JR.
Print or type name

My commission expires:

W. C. ROLL CONSTRUCTION COMPANY

By: William C. Roll Pres
William C. Roll, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of December, 1999 by William C. Roll the President of W. C. ROLL CONSTRUCTION COMPANY who is personally known to me or has produced Florida Driver's License or _____ as identification.



Notary Public
MARVIN L. BEAMAN, JR.
Print or type name

My commission expires:

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PLAN OF MERGER

Plan of merger dated December 29, 1999 between W. C. ROLL CONSTRUCTION COMPANY, hereafter called the surviving corporation, and R & W CONCRETE CONSTRUCTION, INC., hereafter called the absorbed corporation.

STIPULATIONS

A. W. C. ROLL CONSTRUCTION COMPANY is a corporation organized and existing under the laws of the State of Florida, with its principal office at 607 N. Wymore Road, Winter Park, FL 32789.

B. W. C. ROLL CONSTRUCTION COMPANY has 1000 authorized shares of ONE Dollar (\$1.00) par value common stock, of which 510 shares are issued and outstanding. The authorized number of shares will be increased to 1010 prior to the effective date of the merger.

C. R & W CONCRETE CONSTRUCTION, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 607 N. Wymore Road, Winter Park, FL 32789.

D. R & W CONCRETE CONSTRUCTION, INC. has a capitalization of 1000 authorized shares of One Dollar (\$1.00) par value common stock of which 500 shares are issued and outstanding].

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that R & W CONCRETE CONSTRUCTION, INC. be merged into W. C. ROLL CONSTRUCTION COMPANY pursuant to the provisions of the Florida General Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

Section One. Merger. R & W CONCRETE CONSTRUCTION, INC. shall merge with and into W. C. ROLL CONSTRUCTION COMPANY, which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all

liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

(a) Each share of the ONE Dollar (\$1.00) par value common stock of R & W CONCRETE CONSTRUCTION COMPANY issued and outstanding on the effective date of the merger shall be converted into ONE share of the ONE Dollar (\$1.00) par value common stock of W. C. ROLL CONSTRUCTION COMPANY, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation 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 such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The

articles of incorporation of the surviving corporation W. C. ROLL CONSTRUCTION COMPANY shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation W. C. ROLL CONSTRUCTION COMPANY, INC. shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation, W. C. ROLL CONSTRUCTION COMPANY on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at such time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be December 29, 1999.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 29, 1999; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed

with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

R & W CONCRETE CONSTRUCTION, INC.

By:

William C. Roll, President

Attest:

Secretary

W. C. ROLL CONSTRUCTION COMPANY

By:

William C. Roll, President

Attest:

Secretary

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