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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

UBAC FL, INC., a Florida corp., S26287

INTO

**MILLARD METAL SERVICE CENTER, INC.,** a Massachusetts entity not  
qualified in Florida.

File date: December 11, 2002

Corporate Specialist: Susan Payne

# JACK MIKELS & ASSOCIATES

1 BATTERYMARCH PARK • SUITE 309 • QUINCY, MASSACHUSETTS 02269

Telephone: (617) 472-5600 • Telecopier: (617) 472-5875 • E-Mail: [jmikels@gis.net](mailto:jmikels@gis.net)

December 10, 2002

JACK J. MIKELS  
ROCHELLE NELSON MIKELS  
MICHAEL A. WIRTZ  
ATTORNEYS AT LAW

Via FedEx

Department of State  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: UBAC FL, Inc.

Dear Sir or Madam:

Enclosed for filing please find the following:

1. State of Florida Articles of Merger together with \$70.00 filing fee;
2. Certificate and Agreement of Merger of UBAC FL, Inc. (Florida) into Millard Metal Service Center, Inc. (Massachusetts).

I have also enclosed a self-addressed postage-paid envelope. Kindly return the duplicate copy bearing the recording information thereon. If there is any problem or should you require additional information, kindly contact the undersigned as quickly as possible. Thank you for your attention to this matter.

Sincerely,

  
Jack J. Mikels

JJM/alm

Enclosures

cc: Cathy G. Radloff

f.ev.sec of state

TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Millard Metal Service Center, Inc.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jack J. Mikels

(Name of person)

Jack Mikels & Associates

(Name of firm/company)

1 Batterymarch Park, Suite 309

(Address)

Quincy, MA 02269

(City/state and zip code)

For further information concerning this matter, please call:

Jack J. Mikels

(Name of person)

at ( 617 ) 472-5600

(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)
Millard Metal Service Center, Inc.	Massachusetts	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
UBAC FL, Inc.	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**      /      /      (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 June 24, 2002

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 June 24, 2002

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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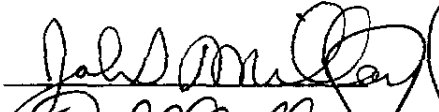
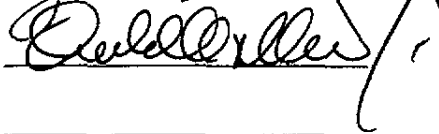
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Millard Metal Service  
Center, Inc.

John D. Millard, President

UBAC FL, Inc.

Donald A. Millard, Jr., 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

Millard Metal Service Center, Inc.

Massachusetts

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

UBAC FL, Inc.

Florida

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

The surviving corporation shall succeed to all assets and liabilities of the merging corporation.

**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:

Shares of the merging corporation shall be extinguished. Shares of the surviving corporation shall be unchanged.

*(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:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:



CERTIFICATE AND AGREEMENT OF MERGER OF  
UBAC FL, Inc. (Florida) INTO Millard Metal Service Center, Inc.  
(Massachusetts)

This certificate and agreement of merger made and entered into on and as of this 30<sup>th</sup> day of September, 2002 or as soon thereafter as allowed by applicable law (referred to herein as the Agreement), by and between UBAC FL, Inc., a corporation duly organized and existing under the laws of the State of Florida and Millard Metal Service Center, Inc., a corporation duly organized and existing under the laws of the State of Massachusetts;

WHEREAS:

The principal office of UBAC FL, Inc. is in Carlstadt, New Jersey at 110 Asia Place 07072

The principal office of Millard Metal Service Center, Inc. is in Braintree, Massachusetts at 116 Lundquist Drive 02184;

The business purposes for which the two corporate parties are organized are substantially similar; and

The boards of directors of the two corporate parties have severally voted that they deem it desirable and for the general welfare of the corporations and of the stockholders of each corporation that the corporations merge under the provisions of Sections 607.1101 - 607.1107 of the Florida Business Corporation Act and Chapter 156B of the Massachusetts General Laws, and: the said board of directors of each corporation has by a resolution duly adopted this agreement, and the stockholders of each corporation have duly adopted by vote the merger proposal contained herein.

It is, now, therefore, in consideration of the premises and of the mutual agreements herein contained, agreed that in accordance with the provisions of said statutes UBAC FL, Inc. shall be and hereby is, as of the close of business on September 30, 2002 or as soon thereafter as allowed by applicable law, merged into Millard Metal Service Center, Inc., which shall be the surviving corporation, and that the terms and conditions of such merger, the mode of carrying it into effect, the manner of converting, the stock of each into stock of the surviving corporation, and other provisions deemed necessary and proper to the purposes of said merger, shall be as hereinafter set forth:

## ARTICLE I

1. The names of the corporations affected by the merger are:

UBAC FL, Inc., a corporation organized on January 22, 1991 and existing under the laws of Florida with its principal office at 110 Asia Place, Carlstadt, New Jersey;

Millard Metal Service Center, Inc., a corporation organized on December 30, 1949 with its principal office at 116 Lundquist Drive, Braintree, Massachusetts.

2. UBAC FL, Inc. and Millard Metal Service Center, Inc. agree that UBAC FL, Inc. shall be merged into Millard Metal Service Center, Inc. unless such merger is abandoned prior to the effective date of this agreement.

3. Except as specifically set forth herein, the corporate existence of Millard Metal Service Center, Inc. with all its purposes, powers and privileges, shall continue unaffected and unimpaired by this merger; the corporate identity and existence, with all the purposes, powers and privileges of UBAC FL, Inc. shall be merged into Millard Metal Service Center, Inc.

Millard Metal Service Center, Inc. shall, as the corporation surviving the merger and with the name Millard Metal Service Center, Inc., be fully vested with all such purposes, powers, and privileges, and fully charged with all existing obligations of the agreeing corporations; and the surviving corporation, Millard Metal Service Center, Inc. shall be governed by the laws of Massachusetts.

4. The separate corporate existence and organization of UBAC FL, Inc. (Florida corporation) (herein sometimes referred to as the merging corporation), shall cease upon the merger's becoming effective as herein provided, and thereupon UBAC FL, Inc. and Millard Metal Service Center, Inc. shall be a single corporation, to wit Millard Metal Service Center, Inc. (Massachusetts corporation) (herein sometimes referred to as the surviving company or corporation).

5. The merger shall become effective as of the end of business on, September 30, 2002, subject to the following:

- a) The endorsement of this agreement by certificate thereon or appended thereto, by the President and the Clerk or Secretary

respectively of the corporate parties, certifying to the votes of approval of the agreement and of adoption of the merger resolutions.

b) The execution of this agreement, duly acknowledged, by the President and the Clerk or Secretary of each corporate party, duly authorized thereto by vote of the directors, and under the corporate seal in each case; and

c) The filing with the Secretary of State for the State of Massachusetts of articles of merger as prescribed by law; and

d) The filing with the Secretary of State for the State of Florida such documents as are required by law.

## ARTICLE II

1. The articles of incorporation of the surviving corporation shall be those of Millard Metal Service Center, Inc. (Massachusetts corporation) as they existed prior to this agreement.

2. The purposes and by-laws of the surviving corporation at the effective date of merger shall be those of Millard Metal Service Center, Inc. then in effect, subject to later amendment as provided therein or in accordance with the terms of the articles of the surviving corporation or applicable statute.

## ARTICLE III

1. The total number of shares of all classes of stock which Millard Metal Service Center, Inc. is authorized to issue is 12,500 shares.

2. The total number of shares of all classes of stock which UBAC FL, Inc. has authority to issue is 1,000 shares.

3. The total number of shares, with the preferences, voting rights, qualifications, special rights or privileges of each class thereof and of any series thereof initially established, which the surviving corporation shall be authorized to issue, as provided in its articles of organization, shall be 12,500 shares of common stock with full voting rights and full participation in dividends, and without par value.

4. The manner of converting the capital stock of each of the corporate parties into capital stock of the surviving company shall be as follows:

a) Each share of the capital stock of UBAC FL, Inc. (Florida corporation) issued and outstanding on the effective date of the merger, including treasury stock, shall automatically by virtue of the merger be extinguished.

All voting rights and powers, dividend rights, preferences, and other rights and qualifications of holders of stock so converted shall after such conversion be as provided for the stock held before such conversion, and no inconsistent rights, privileges, powers or liabilities shall survive the conversion. Certificates of stock outstanding at the effective date of the merger may, but need not, be surrendered and cancelled.

b) All shares of the common stock of Millard Metal Service Center, Inc. (Massachusetts corporation) issued and outstanding at the effective date of conversion shall remain issued and outstanding upon the taking effect of the merger and the percentage interest of the shareholders shall be unchanged.

#### ARTICLE IV

1. The principal office of the surviving corporation shall be at 116 Lundquist Drive, Braintree, MA 02184.

2. The fiscal year of the surviving corporation shall end on the 30th day of September of each year, commencing in the fiscal year ending September 30, 2002.

3. The annual meeting of the stockholders of the surviving corporation shall be held on the third Monday in November of each year, commencing in 2002.

#### ARTICLE V

1. The initial officers of the surviving Corporation following the effective date of merger, to hold office until their successors may be duly elected and qualify, shall be:

President: John D. Millard  
Address: 380 Elm Street, Concord, MA  
Treasurer:  
and Clerk: Catherine G. Radloff  
Address: 64 Dartmouth Street, Dedham, MA

The initial board of directors of the surviving corporation, until otherwise established, shall consist of four (4) members, who shall be, until their successors be duly elected and qualified:

Donald A. Millard, Jr.

John D. Millard

David K. Millard

Myra M. Torri

#### ARTICLE VI

1. Upon the merger becoming effective, all the rights, immunities, privileges, powers and franchises of each of the corporations, both of a public and a private nature, all property, real, personal and mixed, all debts due on account, as well for stock subscriptions as all other things in action or belonging to each of the corporations, and all and every other interest, shall vest in the Surviving Company without further act or deed as effectually as they were vested in the several and respective former corporations, and the title to any real estate, whether vested by deed or otherwise in either of the corporations, shall not revert or be in any way impaired by reason of the merger; but the Surviving Company shall not by the merger acquire authority to engage in any business or to exercise any right for the engaging in or exercising of which a corporation may not be formed under the provisions of the Massachusetts Business Corporation Act.

2. The Surviving Company shall upon the merger and thenceforth assume and be responsible for all debts, liabilities, obligations and duties of each of the corporations, and all said debts, liabilities, obligations and duties shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it, but the liabilities of each corporation or of their

shareholders, directors or officers shall not be affected, nor shall the rights of creditors thereof or of any person dealing with either corporation, or any liens upon the property of either of the corporations, be impaired by the merger, and all rights of creditors and all liens upon the property of either of the corporations shall be preserved unimpaired, and any action or proceeding pending by or against either of the corporations may be prosecuted to judgment the same as if the merger had not taken place, which judgment shall bind the Surviving Company, or the Surviving Company may be proceeded against or substituted in its place. If at any time after the effective date of the merger the Surviving Company shall consider or be advised that any further assignments or assurances in law or any other things are necessary, or desirable to vest, perfect or confirm, on record or otherwise, in the Surviving Company, the title to any property or rights of the merging corporation acquired or to be acquired by reason of, or as a result of, the merger, the merging corporation's proper officers and directors shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Company and otherwise to carry out the purpose of this Agreement, and the proper officers and directors of the merging corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merging corporation or otherwise to take any and all such action.

3. Upon the merger becoming effective the assets, liabilities, reserves and accounts of each corporation shall be taken up on the books of the Surviving Company at the amounts at which they, respectively, shall then be carried on the books of said corporation, subject to such adjustments, or eliminations of intercompany items, as may be appropriate in giving effect to the merger.

4. All corporate acts, plans, policies, approvals, and authorizations of the merging corporation, its shareholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Company and shall be as effective and binding thereon as the same were with respect to the merging corporation. The employees and

agents of the merging corporation shall become the employees and agents of the Surviving Company and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of the merging corporation.

#### ARTICLE VII

1. (a) There shall be required for the adoption of this Agreement by the shareholders of Millard Metal Service Center, Inc. (Massachusetts) the affirmative vote of the holders of at least two-thirds of all shares of capital stock of the Corporation outstanding and entitled to vote, voting together as a group and without regard to class or series, each share of stock entitling the holder to one vote.

(b) There shall be required for the adoption and ratification and approval of this Agreement by the stockholders of UBAC FL, Inc. (Florida) the affirmative vote of the holders of at least two-thirds of each class of stock issued and outstanding, each share of stock entitling the holder to one vote.

2. This Agreement and the merger may be terminated and abandoned by resolutions of both the Boards of Directors at any time prior to the merger becoming effective, if circumstances develop which in the opinion of such Boards make proceeding with the merger inadvisable. In the event of the termination and abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article VII, this Agreement shall become void and have no effect, without any liability on the part of either of the corporations or its shareholders or directors or officers in respect thereof.

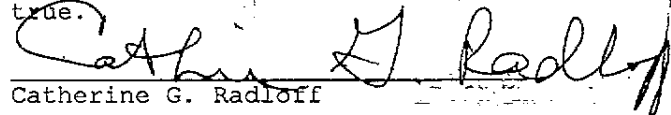
3. The Surviving Company agrees that it may be served with process in Florida in any action or special proceeding for enforcement of any of the liabilities or obligations of any constituent corporation of this merger and for the enforcement of rights of shareholders to receive payment for their shares, and the Florida Secretary of State is hereby designated Agent for Service of Process in any such action or special proceeding. The Post office address to which a copy of said process shall be mailed is:

116 Lundquist Drive, Braintree, MA 02184

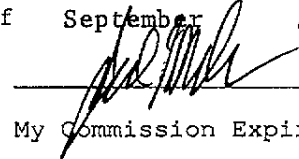
County of Norfolk

Commonwealth of Massachusetts

I, Catherine G. Radloff, depose and state that I am the Clerk of Millard Metal Service Center, Inc. (Massachusetts), the corporation named in and described in the foregoing certificate and that I have read the foregoing certificate and know the contents thereof to be true, except as to the matters therein stated to be alleged upon information and belief, and as to those matters, I believe them to be true.

  
Catherine G. Radloff

Sworn to before me this 24th day of September, 2002

  
My Commission Expires: 5/30/08



IN WITNESS WHEREOF, this Agreement has been signed by the President, duly thereto authorized, of each of the corporate parties, and by the Clerk/Secretary of each of the corporation parties, all such signatures UNDER THE PAINS AND PENALTIES OF FALSE STATEMENT, on and as of the date first above written.

Millard Metal Service Center, Inc.

By: John D. Millard

John D. Millard, President

UBAC FL, Inc.

By: Donald A. Millard, Jr.

Donald A. Millard, Jr., President

County of Norfolk

Commonwealth of Massachusetts

I, John D. Millard, depose and state that I am the Clerk of UBAC FL, Inc. (Florida), the corporation named in and described in the foregoing certificate and that I have read the foregoing certificate and know the contents thereof to be true, except as to the matters therein stated to be alleged upon information and belief, and as to those matters I believe them to be true.

John D. Millard  
John D. Millard

Sworn to before me this 24<sup>th</sup> day of September, 2002.

Ernest L. Amrhein  
My Commission Expires: 6/7/07