

S 30286

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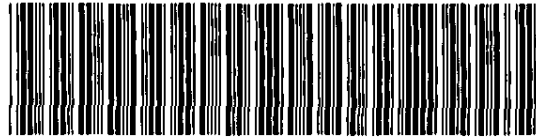
(Business Entity Name)

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EFFECTIVE DATE  
12-31-11

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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*merger*  
C.COULLETTE

DEC 29 2011

EXAMINER

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Michael's Machine Company, Inc.

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: **SETH**

12/27/11

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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Will Pick Up \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Michael's Machine Company, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Mark W. Siler  
Contact Person

Weiss Berzowski Brady LLP  
Firm/Company

700 N. Water St. Suite 1500  
Address

Milwaukee, WI 53202  
City/State and Zip Code

mws@wbb-law.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mark W. Siler  
Name of Contact Person

At ( 414 ) 276-5800  
Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**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, Florida Statutes.

**EFFECTIVE DATE**  
12-31-11

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Michael's Machine Company, Inc.</u>	<u>Wisconsin</u>	<u>N/A</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Abel Holdings, Inc.</u>	<u>Florida</u>	<u>S30286</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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**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 / 2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 22, 2011 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 22, 2011.

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)*





If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

See attachment.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

The Bylaws of Michael's Machine Company, Inc., a Wisconsin corporation, shall be the Bylaws of the Surviving Corporation.

The directors and officers of Michael's Machine Company, Inc., a Wisconsin corporation, shall continue to be the directors and officers of the Surviving Corporation until their respective successors are duly elected and qualified.

The Articles of Incorporation of Michael's Machine Company, Inc., a Wisconsin corporation, shall be the Articles of Incorporation of the Surviving Corporation.

**ATTACHMENT TO  
PLAN OF MERGER  
(MERGER OF SUBSIDIARY CORPORATION)**

**Surviving Corporation: Michael's Machine Company, Inc. (Subsidiary)**

**Merging Corporation: Abel Holdings, Inc. (Parent)**

**CONVERSION OF SHARES IN MERGER**

The manner and basis of converting the shares of the Merging Parent Corporation into shares of the Surviving Corporation shall be as follows:

1. Stock of Merged Corporation. Upon the Effective Time, the Surviving Corporation shall issue one (1) share of its common stock for every one (1) share of common stock of the Merging Parent Corporation issued and outstanding. As soon as practicable after the merger becomes effective, each holder of an outstanding certificate for shares of common stock in the Merging Parent Corporation shall, upon surrender of the same to the Surviving Corporation, be entitled to receive in exchange therefore a new certificate representing the number of shares of common stock of the Surviving Corporation into which the shares represented by the certificate so surrendered shall have been converted as set forth above.

2. Lost Certificates of Merging Parent Corporation. In the event any certificate for common shares of the stock of the Merging Parent Corporation is lost, the holder of such certificate may submit an Affidavit of Lost Certificate forfeiting any right, title or interest in such stock in exchange for a new certificate representing a corresponding number of shares of the common stock of the Surviving Corporation.

3. Surrender and Cancellation of Surviving Corporation's Common Stock. The shares of common stock of the Surviving Corporation owned and held at the effective time of the merger shall be surrendered and cancelled.