

K41767

Law Offices of  
Jeffrey R. Eisensmith, P.A.

ONE FINANCIAL PLAZA  
SUITE 1610  
FT. LAUDERDALE, FL 33394

TELEPHONE (954) 523-7601  
TELEFAX (954) 462-0140

January 7, 1999

600002739096-6  
-01/13/99-01019-003  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Secretary of State

FILED  
99 FEB 22 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Merger of R.W. Scharf Companies into R. W. Scharf Cabinets & Millwork, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Merger, Agreement of Merger and a Certificate of Merger with reference to the captioned matter, along with our check in the amount of \$122.50. Please file the Articles and return a certified copy of the Certificate of Merger to this office at your earliest convenience.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

JEFFREY R. EISENSMITH

JRE:lm  
Encl.

NOTE: FEBRUARY 23, 1999

This merger was originally submitted in January, it was returned because the corporation named in the merger (H92709) was dissolved. The merger was returned in February after the corporation (P99-11695) filed Articles of Incorporation on 2/3/99. Per telephone conversation with the Attorney 2/23/99. He wants the merger filed merging the P99# into the above corporation. Although the merger documents were dated 11/30/98.

merger

TLL FEB 23 1999

*Law Offices of  
Jeffrey R. Eisensmith, P.A.*

ONE FINANCIAL PLAZA  
SUITE 1610  
FT. LAUDERDALE, FL 33394

TELEPHONE (954) 523-7601  
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February 18, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Merger of The R. W. Scharf Companies, Inc. into R. W. Scharf Cabinets & Millwork, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Merger, Agreement of Merger and a Certificate of Merger with reference to the captioned matter. Please file the articles and return a certified copy of the Certificate of Merger to this office at your earliest convenience.

Pursuant to your January 19, 1999 correspondence, a copy of which is enclosed, you are already in possession of our filing fee check in the amount of \$122.50.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

JEFFREY R. EISENSMITH

JRE:lm  
Encl.

RECEIVED  
99 FEB 22 PM 4:15  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 19, 1999

JEFFREY R. EISENSMITH, ESQ.  
ONE FINANCIAL PLAZA  
SUITE 1610  
FT. LAUDERDALE, FL 33394

SUBJECT: THE R.W. SCHARF COMPANIES  
Ref. Number: H92709

We have received your document for THE R.W. SCHARF COMPANIES and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records indicate the above corporation was administratively dissolved by this office on 9-26-97, for failure to file the 1997 annual report. The corporation must be reinstated before the Merger can be filed. Attached is the reinstatement form, the filing fees are: \$600 reinstatement filing fee and \$150 for each year annual report 97, 98 & 99.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 699A00002495

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE R.W. SCHARF COMPANIES, INC., a Florida corporation, P99000011695.

INTO

**R.W. SCHARF CABINETS AND MILLWORK, INC.**, a Florida corporation,  
K41767

File date: February 22, 1999

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER OF THE R. W. SCHARF COMPANIES, INC.  
A FLORIDA CORPORATION INTO R. W. SCHARF  
CABINETS AND MILLWORK, INC., A FLORIDA CORPORATION**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The following Agreement of Merger was approved and adopted by the shareholders of the undersigned corporations and was adopted by the Board of Directors of the undersigned corporation in the manner prescribed by the Florida Business Corporation Act.

SEE ATTACHED AGREEMENT OF MERGER

2. The merger shall become effective on the date these Articles are filed with the Florida Department of State. The dates of adoption of the Agreement of Merger by the shareholders were:

<u>NAME OF CORPORATION</u>	<u>DATE</u>
THE R. W. SCHARF COMPANIES, INC.	
R. W. SCHARF CABINETS AND MILLWORK, INC.	

3. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such Agreement, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
THE R. W. SCHARF COMPANIES, INC.	100
R. W. SCHARF CABINETS AND MILLWORK, INC.	100

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>	
	Total Voted For	Total Voted Against
	THE R. W. SCHARF COMPANIES, INC.	100
R. W. SCHARF CABINETS AND MILLWORK, INC.	100	0

FILED  
 FEB 22 PM 3:19  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Dated November 30, 19 98.

THE R. W. SCHARF COMPANIES, INC.

BY: Debra Scharf

BY: Debra Scharf

Secretary

R. W. SCHARF CABINETS AND  
MILLWORK, INC.

BY: Debra Scharf

BY: Debra Scharf

Secretary

**AGREEMENT OF MERGER**

THIS AGREEMENT made and entered into this 30 day of \_\_\_\_\_  
November \_\_\_\_\_, <sup>1998</sup>~~1999~~, by and between THE R. W. SCHARF COMPANIES,  
INC. ("Disappearing Corporation") and R. W. SCHARF CABINETS AND  
MILLWORK, INC. ("Surviving Corporation"), said Corporations being  
sometimes herein collectively referred to as ("Corporations").

1. **ARTICLES OF INCORPORATION.** The Articles of Incorporation of Surviving Corporation in effect immediately prior to the effective date of the merger (the "effective date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the effective date until further amended as permitted by law.

2. **AGREEMENT TO MERGE.** The Corporations hereby agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

3. **NAME OF MERGED CORPORATION.** The name of the Surviving Corporation shall be R. W. SCHARF CABINETS <sup>AND</sup> MILLWORK, INC..

4. **PLACE OF OFFICES OF SURVIVING CORPORATION.** The place where the principal office of the Surviving Corporation is to be located is 1538 NW 23rd Avenue, Fort Lauderdale, Florida 33311.

5. **PURPOSES OF SURVIVING CORPORATION.** The purpose of the Surviving Corporation is to engage in any lawful act or activity for which Corporation may be formed under the laws of the State of Florida.

6. **SATISFACTION OF RIGHTS OF DISAPPEARING CORPORATION'S SHAREHOLDERS.** All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been

converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

7. **EFFECT OF MERGER.** On the effective date the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities and duties.

8. **SUPPLEMENTAL ACTION.** If at any time after the effective date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation or to otherwise carry out the provisions of this Plan.

9. **MODE OF EFFECTING MERGER.** The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into the shares of the Surviving Corporation shall be as follows:

Each shareholder of the Disappearing Corporation shall surrender his certificate or certificates to the Surviving Corporation during the period beginning on or about November 30,



1998. Upon surrender of each share of the Disappearing Corporation to the Surviving Corporation of the respective certificates for outstanding shares of the Disappearing Corporation, there shall be issued certificates for fully paid and nonassessable one (1) common share of the Surviving Corporation in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the effective date shall continue as outstanding shares of Surviving Corporation's stock.

10. **FILING WITH THE Florida DEPARTMENT OF STATE AND EFFECTIVE DATE.** Upon the closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State.

11. **FIRST DIRECTORS.** The present directors of the Surviving Corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

12. **NAME AND RESIDENCE OF AGENT OF CORPORATION.** Randolph W. Scharf of 7460 Plantation Road, Plantation, FL 33317 shall be, and is hereby, appointed as the person on whom process, tax notices and demands against R. W. SCHARF CABINETS AND MILLWORK, INC. or either of the corporations may be served.

13. **BYLAWS.** The Bylaws of R. W. SCHARF CABINETS AND MILLWORK,

INC. shall be the Bylaws of the surviving corporation.

14. RIGHT OF CORPORATION TO REPURCHASE ITS SHARES. The Surviving Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Surviving Corporation and the shareholder and shareholders designed to sell such shares to the corporation.

15. EFFECTIVE DATE OF THIS AGREEMENT. This Agreement shall become effective upon the time and day written above.

IN WITNESS WHEREOF the parties hereto have set their hands and seal on the day first written above.

THE R. W. SCHARF COMPANIES, INC.

BY: 

R. W. SCHARF CABINETS AND  
MILLWORK, INC.

BY: 

STATE OF FLORIDA  
OFFICE OF THE DEPARTMENT OF STATE

CERTIFICATE OF MERGER  
OF THE R. W. SCHARF COMPANIES, INC.  
INTO  
R. W. SCHARF CABINETS & MILLWORK, INC.

The undersigned, as Secretary of State of the State of Florida hereby certifies that duplicate originals of Articles of Merger of THE R. W. SCHARF COMPANIES, INC. into R. W. SCHARF CABINETS & MILLWORK, INC., duly signed and verified pursuant to the provisions of the Florida Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of THE R. W. SCHARF COMPANIES, INC. into R. W. SCHARF CABINETS & MILLWORK, INC.; and attaches hereto a duplicate original of the Articles of Merger.

Dated \_\_\_\_\_, 19\_\_\_\_\_.

\_\_\_\_\_  
SECRETARY OF STATE