

Division of Corporations

Page 1 of 1

m00849

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
SOLIDEAL USA INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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6/25/2014 9:22 AM
T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SOLIDEAL USA 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:

Paula S. Belcher
Contact Person

Buchanan Ingersoll & Rooney PC
Firm/Company

50 S. 16th Street, Suite 3200
Address

Philadelphia, PA 19102-2555
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Paula S. Belcher At (215) 665-3885
Name of Contact Person 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.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(if known/ applicable)</small>
<u>Solideal USA Inc.</u>	<u>Florida</u>	<u>M00849</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(if known/ applicable)</small>
<u>Cherokee Industrial Tires, Inc.</u>	<u>South Carolina</u>	<u>N/A</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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 7 / 1 / 14 (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 June 23, 2014 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 _____~~

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on June 23, 2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

14 JUN 25 AM 10: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

**AGREEMENT AND PLAN OF MERGER
OF
CHEROKEE INDUSTRIAL TIRES, INC.
INTO
SOLIDEAL USA INC.**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into as of June 23, 2014 by and between **SOLIDEAL USA INC.**, a corporation of the State of Florida ("Solideal"), and **CHEROKEE INDUSTRIAL TIRES, INC.**, a corporation of the State of South Carolina ("Cherokee").

WHEREAS, Solideal is a Florida corporation, with its registered office therein located at c/o CT Corporation System, 1200 South Pine Island Road, Plantation FL 33324 (Broward County); and

WHEREAS, Solideal filed an application by a foreign corporation for a certificate of authority to transact business in the State of South Carolina on October 15, 2002, and its registered office address in the State of South Carolina is c/o David Gentry, 1 Alva Street, Greenville, SC 29605 (Greenville County); and

WHEREAS, Cherokee, a South Carolina corporation, with its registered office therein located at c/o Katherine M. Koon, 2214 Old Cherokee Road, Lexington, SC 29072 (Lexington County), is a wholly-owned subsidiary of Solideal; and

WHEREAS, Camoplast Rockland, Ltd., a Delaware corporation ("Camoplast"), is the sole shareholder of Solideal; and

WHEREAS, the board of directors of Cherokee and the board of directors of Solideal deem it advisable and to the advantage, welfare, and best interest of Cherokee and its sole shareholder to merge Cherokee with and into Solideal pursuant to Chapter 607 of Title XXVI of the Florida Business Corporation Act (the "FLBCL"), and Chapter 11 of Title 33 of the South Carolina Business Corporation Act of 1988 (the "SCBCL") upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by: (i) a resolution adopted by the board of directors of Cherokee; and (ii) a resolution adopted by the board of directors of Solideal, the Agreement and the terms and conditions thereof and the mode of carrying the same into effect, are hereby determined and agreed upon as hereinafter set forth.

Cherokee shall, pursuant to the provisions of the FLBCL and the SCBCL, be merged with and into Solideal, which shall be the surviving entity from and after the Effective Time (defined herein) of the merger (the "Merger"), and which is sometimes hereinafter referred to as the "Surviving Company," and which shall continue to exist as said Surviving Company under its same name pursuant to the provisions of the FLBCL. The Surviving Company will maintain as its registered office address the following address in the State of Florida: c/o CT Corporation System, 1200 South Pine Island Road, Plantation FL 33324 (Broward County), and will maintain as its

registered office address the following address in the State of South Carolina: c/o David Gentry, 1 Alva Street, Greenville, SC 29605 (Greenville County), at the Effective Time of the Merger.

The separate existence of Cherokee, which is hereinafter sometimes referred to as the "Terminating Company," shall cease at the Effective Time in accordance with the provisions of the SCBCL and the FLBCL.

At the Effective Time of the Merger: (a) each issued and outstanding share of the Terminating Company shall not be converted or exchanged in any manner, but each said share which is issued and outstanding shall be surrendered and cancelled without any payment of capital in respect thereof, and (b) all of the issued and outstanding shares of common stock of the Surviving Company that were issued in the name of Camoplast prior to the Merger shall not be affected by the Merger and shall continue to represent the same number of issued and outstanding shares of common stock of the Surviving Company after the Merger, and all rights and preferences related thereto shall be identical to those prior to the Merger. No shares of Solideal, and no shares, securities or obligations convertible into such shares of Solideal are to be issued or delivered under this Agreement. The effect of the Merger will be to merge Cherokee with and into Solideal pursuant to the provisions of the SCBCL and the FLBCL, and the separate existence of Cherokee will cease.

The Articles of Incorporation of the Surviving Company, as now in force and effect, shall continue to be the Articles of Incorporation of said Surviving Company, until further amended and changed in the manner prescribed by the provisions of the FLBCL. The bylaws of the Surviving Company, as now in force and effect, shall continue to be the bylaws of said Surviving Company, until further amended and changed in the manner prescribed by the provisions of the FLBCL.

Notwithstanding the full approval and adoption of this Agreement, this Agreement may be terminated at any time prior to the filing of articles of merger with the Secretary of State of the State of South Carolina and with the Secretary of State of the State of Florida pursuant to Section 33-11-103(j) of the SCBCL and Section 607.1103(9) of the FLBCL, respectively.

This Agreement may be amended by the mutual agreement of the Surviving Company and the Terminating Company prior to the Effective Time of the Merger in accordance with the applicable provisions of the SCBCL and the FLBCL.

If an amendment to this Agreement is made in accordance with the terms and provisions set forth herein prior to the Effective Time of the Merger, and Articles of Merger have been filed with the Secretary of State of South Carolina and/or with the Secretary of State of the State of Florida, amended Articles of Merger executed by Cherokee and Solideal shall be filed with the Secretary of State of South Carolina and/or with the Secretary of State of the State of Florida, as applicable, prior to the Effective Time of the Merger.

The "Effective Time" of the Merger shall be as of 12:01 a.m. on July 1, 2014 and shall be specified as such in the Articles of Merger when filed with the Secretary of State of the State of Florida.

The parties hereto agree that this Agreement has been duly adopted and approved on behalf of the Terminating Company and of the Surviving Company in accordance with the provisions of

the SCBCL and the FLBCL, and further agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of South Carolina and the State of Florida, and that they will cause to be performed all necessary acts within the State of South Carolina and the State of Florida and elsewhere to effectuate the Merger herein provided for.

The respective boards of directors and proper officers of the Terminating Company and the Surviving Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the Merger herein provided for.

This Agreement may be executed in any number of counterparts, including by facsimile or electronic signature, each of which, when so executed, shall be deemed an original, but all such counterparts shall constitute one and the same instrument.

[Signature Page Follows]

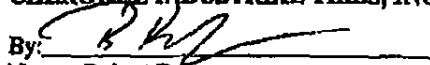
(Signature Page to Agreement and Plan of Merger)

IN WITNESS WHEREOF, this Agreement is hereby duly executed on behalf of each of the parties hereto as of the date first set forth above.

SOLIDEAL USA INC.

By: 
Name: Robert Bulger
Title: President

CHEROKEE INDUSTRIAL TIRES, INC.

By: 
Name: Robert Bulger
Title: President