

190331

Florida Department of State
Division of Corporations
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RE-SUBMIT

Please retain original filing date of submission 3/31

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE

WilsonMiller, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 12 |
| Estimated Charge | \$78.75 |

ADP
4/2/10

COVER LETTER

**TO: Amendment Section
Division of Corporations**

SUBJECT: Wilson Miller, 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:

C. Kimberly Bakeberg, Esquire
(Contact Person)

Lawson & Weitzen, LLP
(Firm/Company)

88 Black Falcon Ave., Suite 345
(Address)

Boston, MA 02210
(City/State and Zip Code)

For further information concerning this matter, please call:

Kim Bakeberg At (617) 439-4995
(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.



April 1, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

WILSONMILLER, INC.
3200 BAILEY LANE
SUITE 200
NAPLES, FL 34105US

SUBJECT: WILSONMILLER, INC.
REF: 190331

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H10000073230
Letter Number: 510A00007966

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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> (if known/ applicable) |
|---------------------------|---------------------|--|
| <u>WilsonMiller, Inc.</u> | <u>Florida</u> | <u>190331</u> |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (if known/ applicable) |
|--|---------------------|--|
| <u>Environmental Aquatic Control, Inc.</u> | <u>Florida</u> | <u>P93000080209</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 April / 1 / 2010 (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 March 31, 2010 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 March 31, 2010 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:

N/A

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:

See attached.

PLAN OF MERGER

This Plan of Merger (hereinafter "Plan") is made by and between WilsonMiller, Inc., a corporation organized under the laws of the State of Florida (hereinafter "WM") and Environmental Aquatic Control, Inc., a corporation organized under the laws of the State of Florida (hereinafter "EAC").

WITNESSETH

WHEREAS, WM was duly organized and is existing under the laws of the State of Florida, having been incorporated on January 19, 1956;

WHEREAS, EAC was duly organized and is existing under the laws of the State of Florida, having been incorporated on November 15, 1993 and all of its shares are issued and outstanding to WM;

WHEREAS, EAC is the wholly-owned subsidiary of WM; and

WHEREAS, the Boards of Directors of each of EAC and WM deem it advisable and in the best interests of said domestic corporations that EAC be merged with and into WM with WM as the surviving corporation pursuant to the terms and conditions set forth herein, as authorized by Chapter 607.1105 of the Florida Statutes.

NOW THEREFORE, in consideration of the promises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger and the mode of carrying the same into effect, the parties hereto hereby agree to this Plan, subject to the conditions hereinafter set forth, as follows:

ARTICLE I
MERGER AND NAME OF SURVIVING CORPORATION

At the Effective Date, as hereinafter defined, EAC shall be merged with and into WM. The following is stated in accordance with Chapter 607.1105 of the Florida Business Corporation Act.

Name of Parent: WilsonMiller, Inc.

Name of Subsidiary: Environmental Aquatic Control, Inc.

WM shall survive the merger and shall continue its corporate existence governed by the laws of the State of Florida. EAC shall not survive the merger contemplated herein and shall be dissolved in accordance with the laws of the State of Florida and its separate corporate existence shall be terminated by operation of law upon the Effective Date. Shareholder approval is not required according to Section 607.1104 of the Florida Business Corporation Act.

ARTICLE II
TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

At the Effective Date:

- (a) EAC and WM shall become a single corporation with EAC merging with and into WM, which shall be the surviving corporation;
- (b) The separate existence of EAC shall cease and EAC shall be dissolved in accordance with the laws of the State of Florida;
- (c) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of

every kind and description of EAC shall be transferred to, vested in and devolve into WM without further act or deed and all property, rights, and every other interest of EAC shall be the property of WM;

- (d) All corporate acts, plans, policies, contracts, approvals and authorizations of EAC and its shareholders, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of WM and shall be as effective and binding thereon as the same were with respect to EAC; and
- (e) The assets, liabilities, reserves and accounts of EAC shall be recorded on the books of WM in the amounts at which they, respectively, had been carried on the books of EAC subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

ARTICLE III
SURRENDER AND CANCELLATION OF EAC STOCK

WM, as the sole shareholder of EAC shall, on or before the Effective Date, surrender all of its shares of stock in EAC. Upon said surrender, all of the outstanding stock of EAC shall be cancelled.

ARTICLE IV
TAX CONSEQUENCES

It is intended that the transaction described herein be a statutory merger which shall qualify as a reorganization within the definition of Subparagraph (a)(1)(A) of Section 368 of the Internal Revenue Code of 1986, as amended, being the merger of EAC and WM in accordance with the Florida Business Corporation Act.

ARTICLE V

APPROVAL AND EFFECTIVE TIME OF THE MERGER

- (a) The merger shall become effective as of 12:01 a.m. on April 1, 2010 (the "Effective Date");
- (b) This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida;
- (c) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto; and
- (d) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

* * * *


Signature Page Follows

Executed as of the 31st day of March, 2010.

SURVIVING CORPORATION:

WilsonMiller, Inc.

A Florida Corporation

By: 
Print Name: VERNON H. SIMS
Title: PRESIDENT

NON-SURVIVING CORPORATION:

Environmental Aquatic Control, Inc.

A Florida Corporation

By: 
Print Name: VERNON H. SIMS
Title: PRESIDENT