

Division of Corporations

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322710

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Johnson Engineering, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2018 MAR -5 P 12:58

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ARTICLES OF MERGER

The following Articles of Merger are submitted to merge the following Florida Profit Corporations in accordance with Section 607.1109, Florida Statutes.

FIRST: The exact name, jurisdiction, and form/entity type and assigned Document Number for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity</u>
Johnson Southwest, Inc.	Florida	Corporation P93000033091

SECOND: The exact name, jurisdiction, and form/entity type and assigned Document Number of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity</u>
Johnson Engineering, Inc.	Florida	Corporation 322710

THIRD: The attached Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted unanimously by the respective shareholders and directors of the merging corporation and the surviving corporation in accordance with the applicable provisions of Chapter 607, Florida Statutes on the 1st day of March, 2018.

SIXTH: The surviving corporation exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record, is attached.

SEVENTH: The surviving corporation agrees to pay any shareholders of the merging corporation with appraisal rights the amount to which such shareholders are entitled under Section 607.1302, Florida Statutes.

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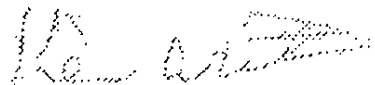
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EIGHTH: Signatures for each Party:

Merging Party:

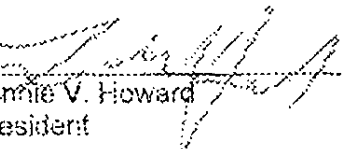
Johnson Southwest, Inc.

By: 

Kevin M. Winter,
President

Surviving Party:

Johnson Engineering, Inc.

By: 

Connie V. Howard
President

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, which was adopted and approved by each party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

Johnson Engineering, Inc., a Florida corporation

SECOND: The name and jurisdiction of the merging corporation:

Johnson Southwest, Inc., a Florida corporation

THIRD: The terms and conditions of the merger are as follows:

1. Merger. In accordance with the provisions of the Florida Business Corporation Act, Johnson Southwest, Inc. (the "Merging Entity"), shall merge with and into Johnson Engineering, Inc. (the "Corporation") (the "Merger"), the separate existence of the Merging Entity shall cease, and the Corporation shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity"). The merger has been consented to by all the directors and shareholders of the Surviving Entity and the Merging Entity.

2. Effective Date. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. Effect of Merger. The Merger shall have the effect set forth in the Florida Business Corporation Act.

4. Surviving Shareholders. The shareholders of the Surviving Entity as of the Effective Date shall remain the shareholders of the Surviving Entity following the Effective Date.

5. Surviving Officers/Directors. The officers and directors of the Surviving Entity, in office immediately prior to the Effective Date, shall continue to be the officers and directors of the Surviving Entity after the Merger and shall hold office in accordance with the Bylaws of the Surviving Entity.

FOURTH:

A. The manner and basis of converting the shares, interests, obligations or other securities of the Merging Entity into the shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

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Immediately prior to the Effective Date, one hundred percent (100%) of the outstanding shares of the Merging Entity are owned by the same persons who own one hundred percent (100%) of the outstanding shares of the Surviving Entity. Upon the Effective Date, each share of stock of Merging Entity then outstanding shall be cancelled and each share of stock of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent an outstanding share of stock of the Surviving Entity following the Merger.

B. The manner and basis of converting the rights to acquire the shares, interests, obligations or other securities of the Merging Entity into the rights to acquire the shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

There are no authorized or outstanding rights to acquire shares interests, obligations or other securities of the Merging Entity. Therefore, *there is no manner or basis of converting rights to acquire shares, interests, obligations or other securities of the Merging Entity into rights to acquire shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.*