

515751

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

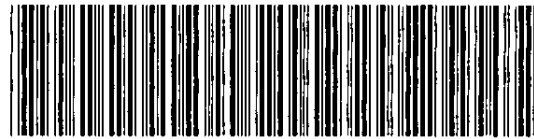
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800163579418

EXPIRE DATE
12-31-09

RECEIVED
09 DEC 15 PM 1:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 DEC 15 PM 1:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

• Merger w/N.C.
C.COULLIETTE

DEC 17 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 219046 6471A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 78.75

ORDER DATE : December 15, 2009

ORDER TIME : 11:26 AM

ORDER NO. : 219046-010

CUSTOMER NO: 6471A

ARTICLES OF MERGER

S.I. GOLDMAN COMPANY, INC.

INTO

COMFORT SYSTEMS USA (FLORIDA),
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

S.I. GOLDMAN COMPANY, INC.
(Document Number F98000003647)

AND

COMFORT SYSTEMS USA (FLORIDA), INC.
(Document Number 515751)

RECEIVED
12-31-09

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging S.I. Goldman Company, Inc. a Delaware corporation ("Goldman") with and into Comfort Systems USA (Florida), Inc., a Florida corporation ("CSUSA Florida"). CSUSA Florida is the Surviving Corporation and its name is changed to:

S.I. Goldman Company, Inc.

2. The merger of Goldman with and into CSUSA Florida is permitted by the laws of the jurisdiction of organization of Goldman and is in compliance with said laws. The Agreement and Plan of Merger was adopted by the directors and sole shareholder of Goldman on December 14, 2009.

3. The directors and sole shareholder of CSUSA Florida entitled to vote thereon approved and the aforesaid Agreement and Plan of Merger by written consent with votes sufficient for approval on December 14, 2009 in accordance with the provisions of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11: 59 p.m. on December 31, 2009.

Executed on December 14, 2009

Comfort Systems USA (Florida), Inc.,
a Florida corporation

By: John C. Martin
John C. Martin, President

S.I. Goldman Company, Inc.,
a Delaware corporation

By: John C. Martin
John C. Martin, President

FILED
49 DEC 15 PM 1:52

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER was adopted for S.I. Goldman Company, Inc. ("Goldman"), a business corporation organized under the laws of the State of Delaware, by unanimous written consent of its Board of Directors on December 14, 2009, and adopted for Comfort Systems USA (Florida), Inc. ("CSUSA Florida"), a business corporation organized under the laws of the State of Florida, by unanimous written consent of its Board of Directors on December 14, 2009.

1. Merger and Name Change of Surviving Corporation. Goldman and CSUSA Florida, which are wholly-owned subsidiaries of Comfort Systems USA, Inc. (the "Parent Corporation"), shall, pursuant to the provisions of the Delaware General Corporation Law and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit:

CSUSA Florida, which shall be the Surviving Corporation

at the effective time and date of the merger. CSUSA Florida is hereinafter referred to as the "Surviving Corporation" and shall continue to exist as said Surviving Corporation, but with its corporate name changed to:

S.I. Goldman Company, Inc.

pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Goldman, which is hereinafter referred to as the "Non-Surviving Corporation", shall cease at the effective time and date of the merger in accordance with Title 8 Section 252 of the Delaware General Corporation Law.

2. Articles of Incorporation and Bylaws. The present Articles of Incorporation and the present bylaws of the Surviving Corporation immediately prior to the effective time and date of the merger shall be the Articles of Incorporation and bylaws of said Surviving Corporation, as amended hereby to change the name of the Surviving Corporation to S.I. Goldman Company, Inc. and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. Directors and Officers. The directors and officers in office of the Surviving Corporation immediately prior to the effective time and date of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

4. Shares. Each issued share of the Non-Surviving Corporation immediately prior to the effective time and date of the merger shall be cancelled at the effective time and date of merger. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

5. Effect of Merger. At the effective time and date, the separate existence of the Non-Surviving Corporation shall cease, and title to all real estate and other property or any interest therein and contract rights owned by the Non-Surviving Corporation shall be vested in the Surviving

Corporation without reversion or impairment, and the Surviving Corporation shall be fully vested in the Non-Surviving Corporation's rights, privileges, immunities, powers and franchises and shall assume and be subject to its contracts, obligations, liabilities and duties, as provided in the Florida Business Corporation Act.

6. Approvals. The merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by Title 8 Section 252 of the Delaware General Corporation Law, and the Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. Authorizations to Effectuate Merger. In the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation is duly authorized in compliance with the laws of the jurisdiction of organization of the Non-Surviving Corporation, and in the event that the Agreement and Plan of Merger is approved by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger. The Board of Directors and/or the President or any other officer of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 and Plan of Merger or of the merger herein provided for.

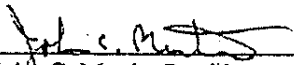
9. Copy of Documents. Upon request, a copy of the Articles of Merger and Certificate of Merger and this Agreement and Plan of Merger will be supplied to any stockholder of either the Surviving or Non-Surviving Corporation without cost.

10. Appoint Delaware Secretary of State. In accordance with Title 8 Section 252(d) of the Delaware General Corporation Law, the Surviving Corporation irrevocably appoints the Delaware Secretary of State as its agent to accept service of process for enforcement of any such suit or proceedings arising from prior obligations of the Non-Surviving Corporation or arising from the merger. The Secretary of State shall mail any such process to the Surviving Corporation at 675 Bering, Suite 400, Houston, TX. 77057.

11. Effective Date. The effective date and time of the merger herein provided for in the State of Florida and in the State of Delaware shall be 11:59 p.m. on December 31, 2009.

Executed on December 14, 2009

Comfort Systems USA (Florida), Inc.
a Florida corporation

By: 
John C. Martin, President

S.I. Goldman Company, Inc.,
a Delaware corporation

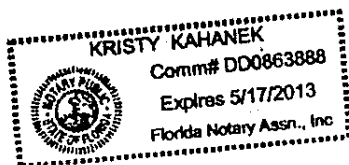
By: 
John C. Martin, President

Acknowledgement on behalf of Delaware Corporation

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 14th day of December, 2009, by John C. Martin, as President of S.I. Goldman Company, Inc., a Delaware corporation, on behalf of the corporation. He is ☒ personally known to me or ☐ produced _____ (type of identification) as identification.

(Affix Notarial Seal)



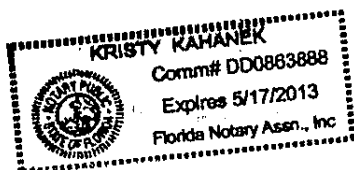
Kristy Kahanek
Notary Public - State of FLORIDA
Printed Name: KRISTY KAHANEK
Commission No.: DD0863888
My Commission Expires: 5/17/2013

Acknowledgement on behalf of Florida Corporation

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 14th day of December, 2009, by John C. Martin, as President of Comfort Systems USA (Florida), Inc., a Florida corporation, on behalf of the corporation. He is ☒ personally known to me or ☐ produced _____ (type of identification) as identification.

(Affix Notarial Seal)



Kristy Kahanek
Notary Public - State of Florida
Printed Name: KRISTY KAHANEK
Commission No.: DD0863888
My Commission Expires: 5/17/2013