

F080000000217

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

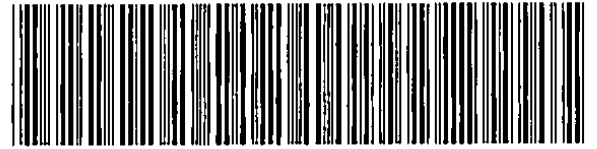
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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19 JUN 18 11:48 AM
RECEIVED

FILED
2019 JUN 18 11:13
FALLS CHURCH, VA

JUN 19 2019
T. LEWIS

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 6/18/2019

Acc#120160000072

en: c DW

Name:	Hytork Controls, Inc.
Document #:	
Order #:	11838271

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **78.75**

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EMERSON PROCESS MANAGEMENT VALVE AUTOMATION, 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:

Jacqueline D. Greiwe
Contact Person

Emerson Electric Co.
Firm/Company

8000 W. Florissant Ave.
Address

St. Louis, MO 63136
City/State and Zip Code

jackie.greiwe@emerson.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jacqueline D. Greiwe At (314) 553-3614
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)

FILED

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

2019 JUN 18 A 11:13

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Emerson Process Management Valve Automation, Inc.</u>	<u>DE</u>	<u>F08000000217</u>

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>HYTORK CONTROLS, INC.</u>	<u>FL</u>	<u>J40940</u>
<u> </u>	<u> </u>	<u> </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 6 / 24 / 2019 (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 6/14/2019.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 6/14/2019.

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

(Attach additional sheets if necessary)

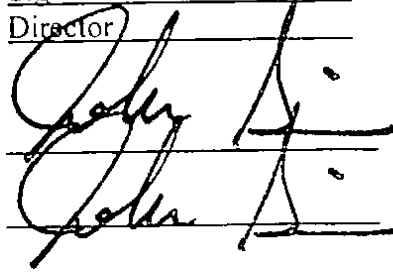
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

*Emerson Process Management
Valve Automation, LLC*



John A. Sperino, Assistant Secretary

Hytork Controls, Inc.

John A. Sperino, Assistant Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of June 14, 2019, by and between Hytork Controls, Inc., a Florida corporation ("Hytork Controls"), and Emerson Process Management Valve Automation, Inc., a Delaware corporation ("EPM VA").

WHEREAS, the parties deem it desirable that, upon the terms and subject to the conditions hereof, Hytork Controls merge with and into EPM VA, with EPM VA as the survivor of such merger (the "Merger").

NOW, THEREFORE, in consideration of the mutual promises made herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Hytork Controls and EPM VA agree as follows:


1. Merger. Upon the filing of the necessary certificates with the Secretary of State of Delaware and the Florida Department of State, Hytork Controls shall be merged with and into EPM VA, with EPM VA as the survivor of the Merger. The Merger shall become effective at 12:05 a.m. CDT on June 24, 2019 (the "Effective Time").
2. Cancellation of Capital Stock. At the Effective Time, all issued and outstanding shares of capital stock, and all shares of capital stock that remain unissued, of Hytork Controls shall be canceled without consideration.
3. Submission to the Sole Stockholders; Filing. This Agreement and Plan of Merger shall be submitted to the sole shareholder of Hytork Controls and the sole stockholder of EPM VA required to vote hereon pursuant to the applicable laws of the State of Delaware and the State of Florida. If this Agreement and Plan of Merger is duly adopted and is not terminated as permitted by Section 7, the parties shall execute and cause to be filed such documents as are required by law to cause the Merger to become effective in the manner prescribed by the laws of Delaware and Florida.
4. Plan of Reorganization under IRC Section 368(a). This Agreement and Plan of Merger constitutes a Plan of Reorganization under Internal Revenue Code Section 368(a) and the regulations thereunder. If this Agreement and Plan of Merger is duly approved by the boards of directors of Hytork Controls and EPM VA, and is adopted by the sole shareholder of Hytork Controls and the sole stockholder of EPM VA, then the Plan of Reorganization is deemed adopted by Hytork Controls and EPM VA.
5. Certificate of Incorporation and Bylaws. The certificate of incorporation, as amended from time to time, and the by-laws of EPM VA shall be the certificate of incorporation and by-laws of the surviving corporation from and after the Effective Time.
6. Assets, Liabilities, and Rights. At the Effective Time, and in accordance with applicable law, all of the assets, liabilities, rights, privileges, immunities, and franchises of Hytork Controls and EPM VA and all property (real, personal, and mixed) of, and debts due to, Hytork Controls and EPM VA shall, for all purposes and in all respects, be and constitute the assets, liabilities, rights, privileges, immunities, franchises, property and debts due to EPM VA as the surviving corporation.

7. Amendment and Termination. To the extent permitted by applicable law at any time prior to the Effective Time, this Agreement and Plan of Merger may be (a) amended by an agreement in writing between the boards of directors of Hytork Controls and EPM VA or (b) terminated by the boards of directors of Hytork Controls and EPM VA.


[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed as of the date first written above.

HYTORK CONTROLS, INC.

By: 
Name: John A. Spino
Title: Assistant Secretary

**EMERSON PROCESS MANAGEMENT
VALVE AUTOMATION, INC.**

By: 
Name: John A. Spino
Title: Assistant Secretary

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is EMERSON PROCESS MANAGEMENT VALVE AUTOMATION, INC., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is HYTORK CONTROLS, INC., a Florida corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is EMERSON PROCESS MANAGEMENT VALVE AUTOMATION, INC., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

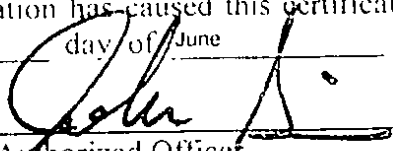
FIFTH: The authorized stock and par value of the non-Delaware corporation is 1000 shares at \$1.00 par value.

SIXTH: The merger is to become effective on JUNE 24, 2019, at 1:05 am EDT.

SEVENTH: The Agreement of Merger is on file at 19200 Northwest Freeway, Houston TX 77065, United States, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 17th day of June, A.D., 2019.

By: 
Authorized Officer

Name: John A. Sperino
Print or Type

Title: Assistant Secretary