

F18000000198

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

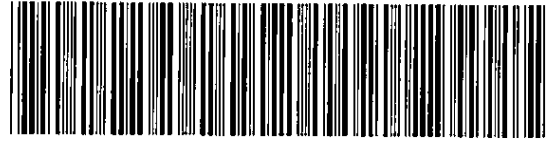
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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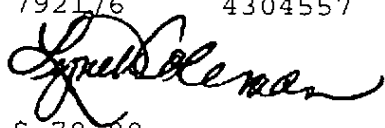
19 JUN -5 PM 4:17

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED

C. GOLDEN  
JUN - 6 2019

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 792176 4304557  
AUTHORIZATION :   
COST LIMIT : \$ 70.00

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ORDER DATE : June 5, 2019  
ORDER TIME : 11:52 AM  
ORDER NO. : 792176-010  
CUSTOMER NO: 4304557

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ARTICLES OF MERGER

ORACLE ELEVATOR COMPANY

INTO

ORACLE ELEVATOR HOLDCO, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Oracle Elevator Holdco, Inc.  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Stephanie Michaels  
Contact Person  
Vedder Price P.C.  
Firm/Company  
222 N. LaSalle St., Suite 2600  
Address  
Chicago, IL 60601  
City, State and Zip Code  
mnemeroff@vedderprice.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephanie Michaels at (312) 609-7523  
Name of Contact Person Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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2019 JUL -5 AM 9:51

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Oracle Elevator Company	Florida	Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Oracle Elevator Holdco, Inc.	Delaware	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

3434 Via Lido

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Suite 300

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Newport Beach, CA 92663



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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Oracle Elevator Company		Sean P. Barrette, Vice President and Assistant Secretary
Oracle Elevator Holdco, Inc.		Sean P. Barrette, Vice President and Assistant Secretary

- Corporations: Chairman, Vice Chairman, President or Officer  
*(If no directors selected, signature of incorporator.)*
- General Partnerships: Signature of a general partner or authorized person
- Florida Limited Partnerships: Signatures of all general partners
- Non-Florida Limited Partnerships: Signature of a general partner
- Limited Liability Companies: Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

of

**ORACLE ELEVATOR COMPANY**

**(A FLORIDA CORPORATION)**

into

**ORACLE ELEVATOR HOLDCO, INC.**

**(A DELAWARE CORPORATION)**

**AGREEMENT AND PLAN OF MERGER** (this "Plan of Merger") dated as of June 5, 2019 by and between Oracle Elevator Company, a Florida corporation ("OEC"), and Oracle Elevator Holdco, Inc., a Delaware corporation ("Holdco").

**WITNESSETH:**

**WHEREAS**, OEC is a wholly-owned subsidiary of Holdco:

**WHEREAS**, it has been proposed that OEC shall merge with and into Holdco, whereby Holdco will be the Surviving Corporation (as defined below) of the merger (the "Merger"), pursuant to Section 252 of the Delaware General Corporation Law ("Delaware Law");

**WHEREAS**, the Boards of Directors of both OEC and Holdco have adopted and approved the Merger in accordance with Section 252 of Delaware Law and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act, respectively; and

**WHEREAS**, the sole stockholders of OEC and Holdco have unanimously approved the Merger.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements of the parties, this Plan of Merger, and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. Terms and Conditions of Merger. As of the Effective Time (defined below), OEC shall pursuant to Section 252 of Delaware Law be merged with and into Holdco and the separate corporate existence of OEC shall thereupon cease; and Holdco shall be the entity surviving the Merger and shall continue to exist as a Delaware corporation under Delaware Law. Holdco shall hereinafter sometimes be referred to as the "Surviving Corporation." As of the Effective Time, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of OEC and Holdco (collectively referred to as the "Constituent Corporations"), and shall be subject to all the restrictions, disabilities and

duties of both of the Constituent Corporations. All the property, real, personal and mixed, and franchises of both of the Constituent Corporations, and all debts due to either of the Constituent Corporations on whatever account, including subscriptions to shares and other choses in action belonging to either of the Constituent Corporations, and all and every other interest shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed. All rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of both of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against the Surviving Corporation, to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation, all with the effect set forth in Delaware Law, as applicable.

2. Effective Time. Upon the execution of this Agreement and Plan of Merger, the Surviving Corporation will submit a Certificate of Merger (the "Certificate of Merger") to the Delaware Secretary of State and OEC will submit the Articles of Merger (the "Articles of Merger") to the Florida Secretary of State. The Certificate of Merger and the Articles of Merger shall be effective as of June 5, 2019 (the "Effective Time").

3. Tax Consequences. The Merger shall constitute a tax-free liquidation, reorganization or merger, as applicable, pursuant to the Internal Revenue Code of 1986, as amended.

4. Certificate of Incorporation of Surviving Corporation. The Certificate of Incorporation of Holdco, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation.

5. Bylaws of Surviving Corporation. The Bylaws of Holdco, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until amended, changed or repealed as provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation, and in the manner prescribed by Delaware Law.

6. Management of Surviving Corporation. As of the Effective Time, the directors of Holdco immediately prior to the Effective Time will be the directors of the Surviving Corporation, and the officers of Holdco immediately prior to the Effective Time will be the officers of the Surviving Corporation, in each case until their successors are elected and qualified.

7. Common Stock of OEC. All of the shares of stock of OEC shall be canceled and extinguished as of the Effective Time, without any action by OEC or the holder of any of its shares of stock.

8. Telecopy Execution and Delivery. A facsimile, PDF or other reproduction of this Plan of Merger may be executed by one or more parties hereto, and an executed copy of this Plan of Merger may be delivered by one or more parties hereto by facsimile, PDF or similar electronic transmission device pursuant to which the signature of or on behalf of such party can be seen, and such execution and delivery shall be considered valid, binding and effective for all purposes.

**[SIGNATURE PAGE FOLLOWS]**



*(Signature Page to Agreement and Plan of Merger)*

**IN WITNESS WHEREOF**, the parties have caused this Agreement and Plan of Merger to be executed on the date first set forth above.

**ORACLE ELEVATOR COMPANY**

By: *Sean P. Barrette*  
Name: Sean P. Barrette  
Title: Vice President and Assistant Secretary

**ORACLE ELEVATOR HOLDCO, INC.**

By: *Sean P. Barrette*  
Name: Sean P. Barrette  
Title: Vice President and Assistant Secretary