

F220000003752

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H22000207817 3))



H220002078173ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : CAPITOL SERVICES, INC.
Account Number : I2016000017
Phone : (855)498-5500
Fax Number : (800)432-3622

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

Email Address: _____

MERGER OR SHARE EXCHANGE

United Pipe & Supply Co.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

PLEASE PROVIDE THE ORIGINAL SUBMISSION DATE OF 6/15/22

A. RAMSEY
JUN 21 2022

2022 JUN 15 PM 12 38

FILED



June 16, 2022

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PVF INDUSTRIAL, INC.
425 HOBBS STREET
TAMPA, FL 33619

SUBJECT: PVF INDUSTRIAL, INC.
REF: P19000054102

***PLEASE PROVIDE
THE ORIGINAL
SUBMISSION DATE
OF 6/15/22***

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

The document is illegible and not acceptable for imaging.

Please correct the name on the fax audit sheet to PVF INDUSTRIAL INC and the name under Articles of Merger on page 1 to PVF INDUSTRIAL INC instead of PFV INDUSTRIAL INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6823.

Annette Ramsey
OPS

FAX Aud. #: H22000207817
Letter Number: 122A00013531

RECEIVED
2022 JUN 20 PM 12:39
TALLAHASSEE, FL

FILED

2022 JUN 15 PM 12 38

ARTICLES OF MERGER
OF
PVF INDUSTRIAL, INC.
INTO
UNITED PIPE & SUPPLY CO.

Pursuant to the appropriate provisions of the Illinois Business Corporation Act of 1983 and the Florida Business Corporation Act, the undersigned entities (collectively, the “**Constituent Entities**”) hereby adopt the following Articles of Merger for the purpose of merging **PVF Industrial, Inc.**, a Florida corporation, with and into, **United Pipe & Supply Co.**, an Illinois corporation, which shall be the surviving entity in the Merger.

- FIRST:** The names of each of the Constituent Entities are PVF Industrial, Inc. and United Pipe & Supply Co. PVF Industrial, Inc. is a corporation organized under the laws of the State of Florida. United Pipe & Supply Co. is a corporation organized under the laws of the State of Illinois.
- SECOND:** The **Plan of Merger** duly authorized and approved by each of the Constituent Entities is attached hereto as **EXHIBIT A** and is hereby incorporated by reference as a part of these Articles of Merger.
- THIRD:** Both the Constituent Entities exist before the Merger, are domestic filing entities and are in good standing under the laws of the state governing each Constituent Entity.
- THIRD:** The name of the surviving entity shall be **United Pipe & Supply Co.**, an Illinois corporation.
- FOURTH:** The Plan of Merger was duly adopted by the Shareholders and Directors of each of the Constituent Entities on June 13, 2022.
- FIFTH:** The merger shall be effective upon filing with the Secretary of State.

[SIGNATURE PAGE AND PLAN OF MERGER FOLLOW]

Dated: June 13, 2022.

PVE INDUSTRIAL, INC.

UNITED PIPE & SUPPLY CO.

By: *Richard J. Wilkinson*

By: *Richard J. Wilkinson*

Name: RICHARD J WILKINSON

Name: RICHARD J WILKINSON

Title: President

Title: PRESIDENT

EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

Agreement and Plan of Merger (the "Agreement") is made and entered into the 13th day of June, 2022, by and among **United Pipe & Supply Co.**, an Illinois corporation ("United Pipe"), 1608 East Main Street, Streator, Illinois 61364 and **PVF Industrial, Inc.**, a Florida corporation ("PVF Industrial"), 425 Hobbs Street, Tampa, Florida 33619.

WHEREAS, PVF Industrial is a corporation organized and existing under the laws of the State of Florida;

WHEREAS, United Pipe is a corporation organized and existing under the laws of the State of Illinois;

WHEREAS, the Boards of Directors of PVF Industrial and United Pipe deem the merger of PVF Industrial with and into United Pipe, under and pursuant to the terms and conditions herein set forth, desirable and in the best interest of PVF Industrial and United Pipe, and the Boards of Directors of PVF Industrial and United Pipe have adopted resolutions approving this plan of merger, a true and correct copy of which are attached hereto as Exhibits A and B; and

WHEREAS, the parties desire that PVF Industrial merge with and into United Pipe upon the terms and conditions set forth herein and in accordance with the laws of the State of Illinois and the State of Florida.

NOW, THEREFORE, in consideration of the mutual terms and conditions herein contained, and intending to be legally bound, it is agreed between the parties hereto as follows:

ARTICLE 1
THE MERGER

1.1 **Merger, Surviving Corporation, Name.** In accordance with the provisions of this Agreement, the appropriate provisions of the Florida Business Corporation Act and the Illinois Business Corporation Act of 1983, effective as of filing with the Secretary of State (the "Effective Time"), PVF Industrial shall be merged with and into United Pipe (the "Merger"), and United Pipe shall be the surviving corporation in the Merger (hereinafter sometimes called the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Illinois. At the Effective Time, the separate existence of PVF Industrial shall cease. All properties, franchises and rights belonging to PVF Industrial and United Pipe, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each of PVF Industrial and United Pipe. The name of the Surviving Corporation shall be **United Pipe & Supply Co.**

1.2 **Articles of Incorporation.** The Articles of Incorporation of United Pipe as in effect immediately prior to the Effective Time shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

1.3 **Bylaws.** The Bylaws of United Pipe in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until altered, amended or repealed as provided therein or by law.

1.4 **Directors and Officers.** The directors and officers of United Pipe shall serve as directors and officers of the Surviving Corporation following the Effective Time.

1.5 **Effect on Capital Stock.** At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, all shares of stock of PVF Industrial shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate which immediately prior to the Effective Time represented any such shares of stock of PVF Industrial shall thereafter cease to have any rights with respect to such shares of stock of PVF Industrial, except as provided herein or by law.

[END OF TEXT – SIGNATURE PAGE AND EXHIBITS FOLLOW]

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

UNITED PIPE & SUPPLY CO.

By: *Richard J. Wilkinson*
Name: RICHARD J. WILKINSON
Title: PRESIDENT

PVF INDUSTRIAL, INC.

By: *Richard J. Wilkinson*
Name: RICHARD J. WILKINSON
Title: President

EXHIBIT A

**RESOLUTIONS OF
BOARD OF DIRECTORS OF
PVF INDUSTRIAL, INC.**

RESOLVED, that the proposed merger (the "Merger") of PVF Industrial, Inc., a Florida corporation (the "Company"), with United Pipe & Supply Co., an Illinois corporation, with United Pipe & Supply Co. being the surviving entity after the Merger, be and is hereby approved;

FURTHER RESOLVED, that the President and/or Secretary or other appropriate officers shall take any and all actions, including the execution and delivery of the Agreement and Plan of Merger and Articles of Merger where required, necessary or convenient to effect the Agreement in the name and on behalf of the Company.

EXHIBIT B

**RESOLUTIONS OF
BOARD OF DIRECTORS OF
UNITED PIPE & SUPPLY CO.**

RESOLVED, that the proposed merger (the "Merger") of PVF Industrial, Inc., a Florida corporation, with United Pipe & Supply Co., an Illinois corporation (the "Corporation"), with the Corporation being the surviving entity after the Merger, be and is hereby approved;

FURTHER RESOLVED, that the President and/or Secretary or other appropriate officers shall take any and all actions, including the execution and delivery of the Agreement and Plan of Merger and Articles of Merger where required, necessary or convenient to effect the Agreement in the name and on behalf of the Corporation.