

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

P 19000054102

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.

((H21000269697 3)))



H210002696973ABCS

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 : I20160000017
Phone : (855)498-5500
Fax Number : (800)432-3622

2021 JUL 13 PM 4:44
FILED

****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
PVF INDUSTRIAL, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

CC
Meyer

JUL 14 2021

I ALBRITTON

RECEIVED

2021 JUL 13 PM 3:21

H21000269697 3

ARTICLES OF MERGER
OF
UNITED PIPE ACQUISITION – PVF INDUSTRIAL, INC.
INTO
PVF INDUSTRIAL, INC.

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 **United Pipe Acquisition - PVF Industrial, Inc.**, an Illinois corporation, with and into, **PVF Industrial, Inc.**, a Florida 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 Acquisition - PVF Industrial, Inc. PVF Industrial, Inc. is a corporation organized under the laws of the State of Florida. United Pipe Acquisition - PVF Industrial, Inc. 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 **PVF Industrial, Inc.**, a Florida corporation.
- FOURTH:** The Plan of Merger was duly adopted by the Shareholders and Directors of each of the Constituent Entities on July 8, 2021.
- FIFTH:** The merger shall be effective upon filing with the Secretary of State.

[SIGNATURE PAGE AND PLAN OF MERGER FOLLOW]


FILED
2021 JUL 13 PM 4:44
Illinois Secretary of State

H21000269697 3

Dated: July 8, 2021.

PVF INDUSTRIAL, INC.

UNITED PIPE ACQUISITION - PVF
INDUSTRIAL, INC.

By:  _____

By: _____

Name: Brad Bernes _____

Name: _____

Title: President _____

Title: _____

June 30

H21000269697 3

H21000269697 3

Dated: July 8, 2021.

PVF INDUSTRIAL, INC.

UNITED PIPE ACQUISITION - PVF
INDUSTRIAL, INC.

By: _____

By: *Richard J. Wilson*

Name: _____

Name: RICHARD J. WILSON

Title: _____

Title: PRESIDENT

H21000269697 3

EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

Agreement and Plan of Merger (the "**Agreement**") is made and entered into the 8th day of July, 2021, by and among **PVF Industrial, Inc.**, a Florida corporation ("**PVF Industrial**"), 425 Hobbs Street, Tampa, Florida 33619, and **United Pipe Acquisition - PVF Industrial, Inc.**, an Illinois corporation ("**United Pipe Acquisition**"), 1608 East Main Street, Streator, Illinois 61364.

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

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

WHEREAS, Michaelle Popovec and Israel Barnes own 100% of the issued and outstanding stock of PVF Industrial (the "PVF Industrial Shareholders");

WHEREAS, United Pipe & Supply Co. owns 100% of the issued and outstanding stock of United Pipe Acquisition (the "United Pipe Shareholder");

WHEREAS, the PVF Industrial Shareholders, the United Pipe Shareholder and the Boards of Directors of PVF Industrial and United Pipe Acquisition deem the merger of United Pipe Acquisition with and into PVF Industrial, under and pursuant to the terms and conditions herein set forth, desirable and in the best interest of PVF Industrial and United Pipe Acquisition, and the Boards of Directors of PVF Industrial and United Pipe Acquisition 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 United Pipe Acquisition merge with and into PVF Industrial 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"), United Pipe Acquisition shall be merged with and into PVF Industrial (the "Merger"), and PVF Industrial 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 Florida. At the Effective Time, the separate existence of United Pipe Acquisition shall cease. All properties, franchises and rights belonging to PVF Industrial and United Pipe Acquisition, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall

H21000269697 3

H21000269697 3

thenceforth be responsible for all the liabilities and obligations of each of PVF Industrial and United Pipe Acquisition. The name of the Surviving Corporation shall be **PVF Industrial, Inc.**

1.2 **Conversion of Shareholder's Interest.** At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the shares of United Pipe Acquisition owned by the United Pipe Shareholder immediately prior to the Effective Time shall be converted into the right to receive stock of PVF Industrial as set forth in 1.6(a) below.

1.3 **Articles of Incorporation.** The Articles of Incorporation of PVF Industrial 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.

1.4 **Bylaws.** The Bylaws of PVF Industrial 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.

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

1.6 **Effect on Capital Stock.**

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the interest of United Pipe Acquisition owned by the United Pipe Shareholder shall be converted into 1,000 shares of the common voting stock of PVF Industrial.

(b) As a result of the Merger, and without any action on the part of the holders thereof, at the Effective Time, all shares of stock of United Pipe Acquisition 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 United Pipe Acquisition shall thereafter cease to have any rights with respect to such shares of stock of United Pipe Acquisition, except as provided herein or by law.

[END OF TEXT – SIGNATURE PAGE AND EXHIBITS FOLLOW]

H21000269697 3

H21000269697 3

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 ACQUISITION - PVF INDUSTRIAL,
INC.**

By: Richard J. Walker

Name: RICHARD J WALKER

Title: PRESIDENT

PVF INDUSTRIAL, INC.

By: _____

Name: _____

Title: _____

H21000269697 3

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 ACQUISITION - PVF INDUSTRIAL, INC.

By: _____

Name: _____

Title: _____

PVF INDUSTRIAL, INC.

By:  _____

Name: JAMES BARBER _____

Title: Pro. dmr _____

H21000269697 3

EXHIBIT A

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

RESOLVED, that the proposed merger (the "Merger") of PVF Industrial, Inc., a Florida corporation (the "Company"), with United Pipe Acquisition - PVF Industrial, Inc., an Illinois corporation, with PVF Industrial, Inc. being the surviving corporation 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.

H21000269697 3

H21000269697 3

EXHIBIT B

**RESOLUTIONS OF
BOARD OF DIRECTORS AND SHAREHOLDERS OF
UNITED PIPE ACQUISITION - PVF INDUSTRIAL, INC.**

RESOLVED, that the proposed merger (the "Merger") of PVF Industrial, Inc., a Florida corporation, with United Pipe Acquisition - PVF Industrial, Inc., an Illinois corporation (the "Corporation"), with PVF Industrial, Inc. being the surviving corporation 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.

H21000269697 3