

579978

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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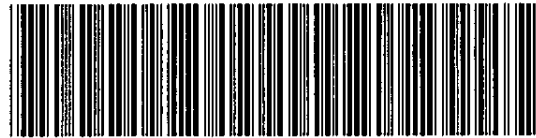
(Business Entity Name)

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LTS  
5-22-15

**Shoffstall, Lyn**

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**From:** Tracy Augustyni <TAugustyni@shutts.com>  
**Sent:** Friday, May 22, 2015 9:23 AM  
**To:** Shoffstall, Lyn  
**Cc:** Stefan A. Rubin  
**Subject:** Merger Documents for Filing  
**Attachments:** Merger Documents.pdf  
  
**Importance:** High

Good Morning Ms. Shoffstall:

Pursuant to our discussion, attached please find merger documents for filing this morning. Please provide our office with a Certificate of Good Standing, a certified copy of the Certificate of Merger and a certified copy of the Amended and Restated Articles of Incorporation. The costs associated with this filing can be taken from our firm's Deposit Account No. 120030000004. Please provide copies via email of the Good Standing and certified copies. The originals can be sent via regular mail.

Please let us know if you have any questions or need any additional information. As always, thank you very much for your assistance.



*Founded 1910*

**Tracy Augustyni**  
*Legal Assistant*

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**Shutts & Bowen LLP**

300 South Orange Avenue, Suite 1000 | Orlando, FL 32801

Direct: (407) 835-6769 | Fax: (407) 849-7214

E-Mail | Website

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2015 MAY 22 AM 10:43

**ARTICLES OF MERGER**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to 607.1105, Florida Statutes:

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Crane Rental Corporation	Florida	579978

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Apollo Merger Sub, Inc.	Florida	P15000038313

**Third:** The Plan of Merger is attached hereto as Exhibit A.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

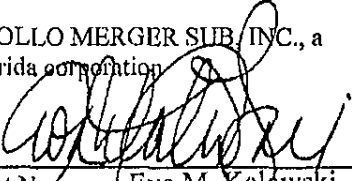
**Fifth:** The Plan of Merger was adopted by the shareholder(s) of the surviving corporation on May 1, 2015.

**Sixth:** The Plan of Merger was adopted by the shareholder(s) of the merging corporation on May 20, 2015.

*[Signature Page Follows]*

[Signature Page to Articles of Merger]

APOLLO MERGER SUB, INC., a  
Florida corporation

By:   
Print Name: Eva M. Kalawski  
Title: Vice President & Secretary

CRANE RENTAL CORPORATION, a  
Florida corporation

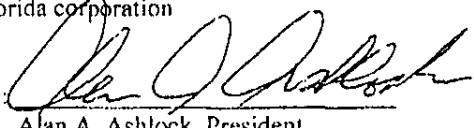
By: \_\_\_\_\_  
Alan A. Ashlock, President

[Signature Page to Articles of Merger]

APOLLO MERGER SUB, INC., a  
Florida corporation

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CRANE RENTAL CORPORATION, a  
Florida corporation

By:   
Alan A. Ashlock, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Exhibit A  
Plan of Merger

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Crane Rental Corporation	Florida	579978

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Apollo Merger Sub, Inc.	Florida	P15000038313

**Third:** The terms and conditions of the merger are as follows:

(a) As a result of the merger, and at the effective time of the merger, the separate corporate existence of the merging corporation will cease and the surviving corporation will continue to survive the merger as the surviving corporation. As a result of the merger, the surviving corporation will succeed to and assume, by operation of law, all the rights and obligations of the merging corporation.

(b) The articles of incorporation of the merging corporation shall be amended and restated as of the effective time of the merger, in the form attached hereto as Annex 1, and shall be the amended and restated articles of incorporation of the surviving corporation and shall continue as such until altered, amended or repealed. The bylaws of the merging corporation shall be amended as of the effective time of the merger, and shall become the bylaws of the surviving corporation and shall continue as such until altered, amended or repealed.

(c) The officers and directors of the merging corporation at the effective time of the merger as listed on the Attachment to the amended and restated articles of incorporation attached hereto as Annex 1, shall become the officers and directors of the surviving corporation immediately following the merger and shall continue as such until their successors shall have been elected and qualified or until their earlier resignation or removal.

(d) At the effective time of the merger, the effect of the merger shall be as provided in the applicable provisions of Florida Business Corporation Act ("Florida Law"), including without limitation the provisions of Section 607.1106 of Florida Law, which are incorporated herein by reference.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) Each of the Class A and Class B common shares of the surviving corporation issued and outstanding immediately prior to the effective time of the merger will be canceled, retired, extinguished and converted into the right to receive (at the times, in the manner and subject to the other terms and conditions separately agreed with all of the holders of such common shares) cash equal to the Common Share Purchase Price, without interest, and each holder of a certificate or other instrument representing Class A or Class B common shares of the surviving corporation will cease to have any further rights with respect thereto.

(b) Each warrant exercisable for Class B common shares of the surviving corporation outstanding immediately prior to the effective time of the merger will be canceled, retired, extinguished and converted into the right to receive (at the times, in the manner and subject to other terms and conditions separately agreed with all of the holders of such warrants) cash equal to the Warrant Purchase Price, without interest, and the holders of such warrants will cease to have any further rights with respect thereto.

(c) Each share of the capital stock of the surviving corporation held in treasury immediately prior to the effective time of the merger, and each other equity interest in the surviving corporation not described in clauses (a) or (b) above that is issued or outstanding immediately prior to the effective time of the merger (if any), will be cancelled, retired and extinguished without any conversion thereof, and no payment will be made with respect thereto.

(d) Each share of common stock of the merging corporation issued and outstanding immediately prior to the effective time of the merger will be cancelled, retired, extinguished and converted into one (1) shares of common stock of the surviving corporation.

\*\*\*\*\*

**Annex 1**  
**Amended and Restated Articles of Incorporation of the Surviving Corporation**

See attached.



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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit) **SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, **Crane Rental Corporation**, a Florida corporation (the "Corporation"), Document No. 579978, certifies that:

1. The original Articles of Incorporation of the Corporation were filed with the Department of State on July 24, 1978 and have since been amended and/or restated, with the most recent restatement being filed with the Department of State on August 27, 2008.

2. Simultaneously with the filing hereof, the Corporation is filing Articles of Merger with the Department of State.

3. In accordance with the Florida Business Corporation Act, these Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors and Shareholders of the Corporation.

4. The text of the Articles of Incorporation of the Corporation are hereby amended and restated, effective as of the date of filing with the Department of State, to read as follows:

**NAME**

The name of the corporation shall be: Crane Rental Corporation

**PRINCIPAL OFFICE**

Principal street address

1225 Washington Pike, Suite 100

Bridgeville, PA 15017

Mailing address, if different is:

360 North Crescent Drive, South Building

Beverly Hills, CA 90210

**PURPOSE**

The purpose for which the corporation is organized is:

The corporation may engage in the transaction of any or all lawful

business for which corporations may be incorporated under the laws of the State of Florida.

**SHARES**

The number of shares of stock is: Authorized Shares: 1,000 shares of Common Stock, par value \$0.01.

**Initial Officers and/or Directors**

Name and  
Title:

SEE ATTACHED

Name and  
Title:

Address:

Address:

\_\_\_\_\_  
Name and  
Title:

Address: \_\_\_\_\_  
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Title:

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\_\_\_\_\_  
Name and  
Title:

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Registered Agent**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

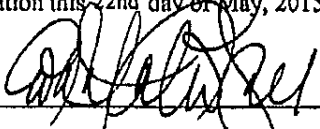
Name: CT Corporation System

Address: 1200 South Pine Island Road

Plantation, FL 33324

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Amended and Restated Articles of Incorporation this 22nd day of May, 2015.

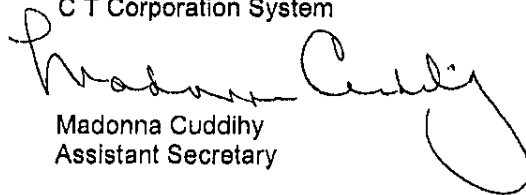
  
\_\_\_\_\_  
Print Name: Eva M. Kalawski  
Title: Vice President & Secretary

## ACCEPTANCE OF REGISTERED AGENT

C T Corporation System, having been named as registered agent to accept service of process for CRANE RENTAL CORPORATION at the place designated in the Articles of Merger, hereby accepts the appointment as registered agent and agrees to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607.0502, F.S.

Dated this 15th day of May, 2015

C T Corporation System



Madonna Cuddihy  
Assistant Secretary

# CRANE RENTAL CORPORATION

## Articles of Incorporation – Attachment

### Director and Officer List

Name	Title	Address
Kalawski, Eva	Director	360 N. Crescent Drive, South Building, Beverly Hills, CA 90210
Carlisle, Bryan	President and Chief Executive Officer	1225 Washington Pike, Suite 100 Bridgeville, PA 15017
Vaccarello, N. Joseph	Chief Financial Officer	1225 Washington Pike, Suite 100 Bridgeville, PA 15017
Daubert, Robert	Vice President - Sales & Marketing	1225 Washington Pike, Suite 100 Bridgeville, PA 15017
Goebel, Don	Vice President and General Counsel	1225 Washington Pike, Suite 100 Bridgeville, PA 15017
Johnston, Randall	Vice President - Central Region	1225 Washington Pike, Suite 100 Bridgeville, PA 15017
Kalawski, Eva	Vice President and Secretary	360 N. Crescent Drive, South Building, Beverly Hills, CA 90210
Keefe, Joseph	Vice President - Administration and Assistant Secretary	1225 Washington Pike, Suite 100 Bridgeville, PA 15017
Sigler, Mary Ann	Vice President and Treasurer	360 N. Crescent Drive, South Building, Beverly Hills, CA 90210
Zollo, Stephen	Vice President	360 N. Crescent Drive, South Building, Beverly Hills, CA 90210
Durrett, Daniel	Assistant Vice President	1225 Washington Pike, Suite 100 Bridgeville, PA 15017
Courtney II, William D.	Assistant Secretary and Assistant Treasurer	1225 Washington Pike, Suite 100 Bridgeville, PA 15017
Gutwald, Ryan	Assistant Secretary	1225 Washington Pike, Suite 100 Bridgeville, PA 15017
Ward, Sally	Assistant Secretary	360 N. Crescent Drive, South Building, Beverly Hills, CA 90210
Wilkie, Cynthia	Assistant Secretary	1225 Washington Pike, Suite 100 Bridgeville, PA 15017
Wallach, Dawn	Assistant Treasurer	360 N. Crescent Drive, South Building, Beverly Hills, CA 90210