

581230

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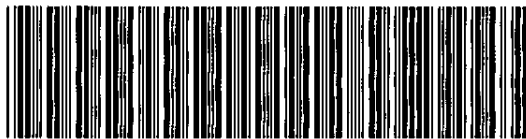
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DATE: 12/28/12

NAME: AQUATIC HABITATS, INC.

TYPE OF FILING: MERGER

COST: 70.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

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ARTICLES OF MERGER

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Pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"), **AQUATIC ECO-SYSTEMS, INC.**, a Florida corporation ("Aquatic Eco"), **AQUATIC HABITATS, INC.**, a Florida corporation ("Aquatic Habitats"), and **PENTAIR WATER POOL AND SPA, INC.**, a Delaware corporation ("Parent"), hereby adopt the following Articles of Merger. Aquatic Eco and Aquatic Habitats are each a wholly-owned subsidiary of Parent.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Aquatic Habitats, Inc.	Florida	581230

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Aquatic Eco-Systems, Inc.	Florida	P08000111009

Third: The Plan of Merger pursuant to which Aquatic Eco shall merge with and into the Aquatic Habitats (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

Fourth: Effective on January 1, 2013 (the "Effective Date"), Aquatic Eco shall be merged with and into Aquatic Habitats, and Aquatic Habitats shall be the surviving corporation.

Fifth: On the 27th day of December, 2012, the Board of Directors of Parent adopted the Plan of Merger. Shareholder approval on behalf of Parent, Aquatic Eco and Aquatic Habitats was not required pursuant to Section 607.1104 of the FBCA.

WHEREOF, these Articles of Merger are dated as of the 27th day of December, 2012.

AQUATIC ECO-SYSTEMS, INC.,
a Florida corporation

By: [Signature]
Name: ANGELA D. LARSON
Title: SECRETARY

AQUATIC HABITATS, INC., a
Florida corporation

By: [Signature]
Name: ANGELA D. LARSON
Title: SECRETARY

PENTAIR WATER POOL AND SPA, INC.,
a Delaware corporation

By: [Signature]
Name: ANGELA D. LARSON
Title: SECRETARY

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan of Merger") is made this ___ day of December, 2012, having been approved and adopted by the Board of Directors of **PENTAIR WATER POOL AND SPA, INC.**, a Delaware corporation ("Parent"), in connection with the merger of **AQUATIC ECO-SYSTEMS, INC.**, a Florida corporation ("Aquatic Eco"), with and into **AQUATIC HABITATS, INC.**, a Florida corporation ("Aquatic Habitats") (each of Aquatic Eco and Aquatic Habitats are referred to herein as a "Subsidiary").

RECITALS:

WHEREAS, Aquatic Eco is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida;

WHEREAS, Aquatic Habitats is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida;

WHEREAS, Parent is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware;

WHEREAS, Parent owns one hundred percent (100%) of the outstanding capital stock of each Subsidiary;

WHEREAS, the Board of Directors of the Parent deems it advisable, for the benefit of each Subsidiary and the Parent, that Aquatic Eco be merged with and into Aquatic Habitats (the "Merger"), with Aquatic Habitats as the surviving corporation, pursuant to the provisions of the Florida Business Corporation Act ("FBCA") and this Plan of Merger; and

WHEREAS, the Merger will be effective as of the Effective Date (as hereinafter defined), whereupon Aquatic Eco will cease to exist and the separate businesses of Aquatic Eco and Aquatic Habitats will continue on a combined basis through Aquatic Habitats.

NOW, THEREFORE, for the purpose of prescribing the terms and conditions of the Merger in such other details and provisions as are deemed necessary or advisable, the Parent hereby sets forth the terms of the Merger as follows:

1. Incorporation of Whereas Clauses. The Whereas Clauses above are hereby incorporated into and shall become part of this Plan of Merger.
2. Parent Corporation. The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of each Subsidiary:

<u>Name</u>	<u>Jurisdiction</u>
Pentair Water Pool and Spa, Inc.	Delaware

3. Subsidiaries. The name and jurisdiction of each subsidiary corporation of Parent:

<u>Name</u>	<u>Jurisdiction</u>
Aquatic Habitats, Inc.	Florida
Aquatic Eco-Systems, Inc.	Florida

4. Merger. Subject to the terms and conditions of this Plan of Merger and in accordance with the provisions of the FBCA, at the Effective Date, Aquatic Eco shall be merged with and into Aquatic Habitats, the separate existence of Aquatic Eco shall cease and Aquatic Habitats shall be the surviving corporation (in its capacity as the surviving corporation, Aquatic Habitats is hereinafter sometimes referred to as the "Survivor") and as such shall continue its existence under the laws of the State of Florida.

5. Continuation of Corporate Existence. The corporate existence and identity of Survivor, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the Merger and the corporate existence and identity of Aquatic Eco, with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date, shall be merged with and into that of Survivor and Survivor shall be vested fully therewith and the separate corporate existence and identity of Aquatic Eco shall thereafter cease, except to the extent continued by statute.

6. Effective Date. The Merger shall become effective on January 1, 2013 (the "Effective Date"). The Articles of Merger and other necessary documents (the "Merger Documents"), will be filed with the Florida Secretary of State (the "Secretary of State") in such form as required by, and executed in accordance with, the relevant provisions of the FBCA in order to effect the Merger as of the Effective Date.

7. Corporate Governance. The Articles of Incorporation and the Bylaws of Aquatic Habitats, as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation and the Bylaws of the Survivor. The Articles of Incorporation and the Bylaws of Aquatic Eco, as such, shall be terminated as of the Effective Date and thereafter be of no further force or effect. The members of the Board of Directors and the Officers of Aquatic Habitats immediately preceding the Effective Date shall be the persons holding such positions for Survivor as of and immediately following the Effective Date.


8. Cancellation and Conversion of Shares. At the Effective Date, by virtue of the Merger and without any further action on the part of any share of common stock of Parent or either Subsidiary, all of the shares of each class and series of capital stock of Aquatic Eco ("Aquatic Eco Shares") shall be cancelled and retired and no shares of the Survivor, cash or other consideration shall be paid or delivered in exchange therefor. As of the Effective Date, all of the shares of each class and series of capital stock of Aquatic Habitats ("Aquatic Habitats Shares") issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding. Since all of the Aquatic Eco Shares issued and outstanding immediately prior to the Effective Date are owned by Parent in the same proportion as Parent's ownership of the Aquatic Habitats Shares, no conversion of the issued and outstanding Aquatic Eco Shares into Aquatic Habitats Shares is necessary, and no additional shares of common stock of the Aquatic Habitats Shares will be issued in connection with the Merger. Therefore, immediately after the Merger, the Aquatic Habitats Shares shall continue to be issued and owned solely by the Parent.

9. Transfer of Property. At the Effective Date, all property, real, personal and mixed, of Aquatic Eco, and all debts due, as well as all other things and causes of action belonging to Aquatic Eco, shall be vested in the Survivor, and shall thereafter be the property of the Survivor as they were of Aquatic Eco, and the title to any real property vested by deed or otherwise, shall not revert or be in any way impaired by reason of the Merger, but rather shall immediately vest in the Survivor without further action by Parent or either Subsidiary. All rights of creditors and all liens upon any property of Aquatic Eco shall be preserved unimpaired, and all debts, liabilities and duties of Aquatic Eco that have merged shall attach to the Survivor and may be enforced against the Survivor to the same extent as if the debts, liabilities and duties had been incurred or contracted by the Survivor.

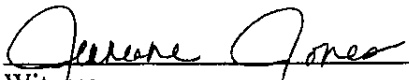
10. Appraisal Rights. The shareholders of each Subsidiary who are entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the FBCA, may be entitled, if they comply with the provisions of the FBCA regarding appraisal rights, to be paid the fair value of their shares. Neither the shareholders of Aquatic Eco nor the shareholders of Aquatic Habitats were entitled to vote on the Merger pursuant to Section 607.1104 of the FBCA.

IN WITNESS WHEREOF, the foregoing Plan of Merger is hereby executed as of the day and year first above written.

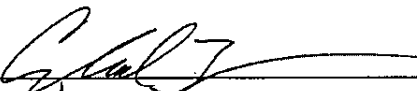
PENTAIR WATER POOL AND SPA, INC.,
a Delaware corporation



Witness



Witness

By: 

Name: ANGELA D. LAGESON

Title: SECRETARY
