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679478

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

80000224098--2  
-06/26/97--01073--014  
\*\*\*\*122.50 \*\*\*\*122.50

Jim's Air Conditioning, Inc.

Merge

Merged into:

American Residential Services of Florida, Inc.

- ☐ Profit ☐ NonProfit ☐ Limited Liability Company ☐ Foreign ☐ Limited Partnership ☐ Reinstatement ☐ Limited Liability Partnership ☒ Certified Copy ☐ Call When Ready ☒ Walk In ☐ Mail Out
- ☐ Amendment ☐ Dissolution/Withdrawal ☐ Annual Report ☐ Reservation ☐ Photo Copies ☐ Call if Problem ☐ Will Wait
- ☒ Merger ☐ Mark ☐ Other ☐ Change of R.A. ☐ Fictitious Name ☐ CUS ☐ After 4:30 ☒ Pick Up

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679478

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

JIM'S AIR CONDITIONING, INC., a Florida corporation H00819

INTO

AMERICAN RESIDENTIAL SERVICES OF FLORIDA, INC., a Florida  
corporation, 679478

File date: June 26, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER  
OF  
JIM'S AIR CONDITIONING, INC.  
(a Florida corporation)  
WITH AND INTO  
AMERICAN RESIDENTIAL SERVICES OF FLORIDA, INC.  
(a Florida corporation)

97 JUN 26 AM 10:59  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, each of the undersigned corporations hereby adopts the following articles of merger pursuant to which Jim's Air Conditioning, Inc., a Florida corporation (the "Company"), will be merged (the "Merger") with and into American Residential Services of Florida, Inc., a Florida corporation ("ARS Sub"), with ARS Sub to continue in existence following the Merger as the surviving corporation:

- FIRST: The plan of merger ("Plan of Merger") relating to the Merger is set forth in Exhibit A attached hereto, which is incorporated herein by this reference.
- SECOND: These Articles of Merger and the Merger shall become effective at 5:00 p.m. (Houston, Texas time) on June 26, 1997.
- THIRD: Approval of the Plan of Merger by the shareholders of ARS Sub was not required.
- FOURTH: The Plan of Merger was duly adopted by written consent of the board of directors of ARS Sub on June 23, 1997 and by unanimous written consent of the shareholders of the Company on June 25, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be duly executed on its behalf as of the 25 day of June, 1997.

JIM'S AIR CONDITIONING, INC.

By: James W. Richardson, Jr.  
James W. Richardson, Jr.  
President

AMERICAN RESIDENTIAL SERVICES  
OF FLORIDA, INC.

By: \_\_\_\_\_  
John D. Held  
Vice-President

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be duly executed on its behalf as of the 25 day of June, 1997.

JIM'S AIR CONDITIONING, INC.

By: \_\_\_\_\_  
James W. Richardson, Jr.  
President

AMERICAN RESIDENTIAL SERVICES  
OF FLORIDA, INC.

By: \_\_\_\_\_  
John D. Field  
Vice President

**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**JIM'S AIR CONDITIONING, INC.**  
**(a Florida corporation)**  
**WITH AND INTO**  
**AMERICAN RESIDENTIAL SERVICES OF FLORIDA, INC.**  
**(a Florida corporation)**

Jim's Air Conditioning, Inc., a Florida corporation (the "Company"), shall be merged with and into American Residential Services of Florida, Inc. ("ARS Sub"), a Florida corporation and a wholly owned subsidiary of American Residential Services, Inc., a Delaware corporation ("ARS") with ARS Sub being the surviving corporation (the "Surviving Corporation") as set forth below.

The terms and conditions of the merger and the mode of carrying the same into effect are as follows:

(A) Articles of Merger. Subject to the terms and conditions hereof, the Company will cause Articles of Merger to be duly executed and delivered and filed with the Department of State of the State of Florida.

(B) The Effective Time. The effective time of the Merger (the "Effective Time") will be 5:00 p.m., Houston, Texas time, on June 26, 1997.

(C) Certain Effects of the Merger. At and as of the Effective Time, (1) the Company will be merged with and into ARS Sub in accordance with the provisions of the Florida Business Corporation Act (the "FBCA"), (2) the Company will cease to exist as a separate legal entity, (3) ARS Sub will be the Surviving Corporation and, as such, will, all with the effect provided by the FBCA, (a) possess all the properties and rights, and be subject to all the restrictions and duties, of the Company and ARS Sub and (b) be governed by the laws of the State of Florida, (4) the charter documents of ARS Sub then in effect will become and thereafter remain (until changed in accordance with (a) applicable law (in the case of the articles of incorporation) or (b) their terms (in the case of the bylaws)) the charter documents of the Surviving Corporation, (5) the initial board of directors of the Surviving Corporation will be the persons named in Schedule 2(C) to that certain Agreement and Plan of Reorganization among ARS, ARS Sub, the Company and the stockholders named therein (the "Merger Agreement"), and those persons will hold the office of director of the Surviving Corporation, subject to the provisions of the applicable laws of the State of Florida and the charter documents of the Surviving Corporation, and (6) the initial officers of the Surviving Corporation will be as set forth in Schedule 2(C) to the Merger Agreement, and each of those persons will serve in each office specified for that person in Schedule 2(C) to the Merger Agreement,

subject to the provisions of the charter documents of the Surviving Corporation, until that person's successor is duly elected to, and, if necessary, qualified for, that office.

(D) Effect of the Merger on Capital Stock. As of the Effective Time, as a result of the Merger and without any action on the part of any holder thereof:

(1) the shares of common stock, par value \$1.00 per share, of the Company ("Company Common Stock") issued and outstanding immediately prior to the Effective Time will (a) be converted into the right to receive, subject to certain limitations, without interest, on surrender of the certificates evidencing those shares, the amount of cash and the number of whole and fractional shares of common stock, par value \$.001 per share, of ARS determined as provided in Schedule 2(D) to the Merger Agreement, (b) cease to be outstanding and to exist and (c) be canceled and retired;

(2) each share of Company Common Stock held in the treasury of the Company will (a) cease to be outstanding and to exist and (b) be canceled and retired; and

(3) each share of the common stock, par value \$1.00 per share, of ARS Sub issued and outstanding immediately prior to the Effective Time will remain unchanged and such shares will constitute all the issued and outstanding shares of capital stock of the Surviving Corporation.