

Document Number Only

679478

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

Merger

Bullseye Air Conditioning, Inc
into

American Residential Services of Florida, Inc

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name	
Availability	7/15/97
Document Examiner	<i>POH</i>
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Verifier	<i>POH</i>
Acknowledgment	<i>POH</i>
W.P. Verifier	<i>POH</i>

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7-15-97

Thanks,
Melanie

97 JUL 15 PM 12:33
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679478

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BULLSEYE AIR CONDITIONING, INC., a Florida corporation J16597

INTO

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

File date: July 15, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
OF
BULLSEYE AIR CONDITIONING, INC.
(a Florida corporation)**

FILED
97 JUL 15 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WITH AND INTO
AMERICAN RESIDENTIAL SERVICES OF FLORIDA, INC.
(a Florida corporation)**

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 Bullseye Air Conditioning, Inc., a Florida corporation ("Subsidiary"), will be merged (the "Merger") with and into American Residential Services of Florida, Inc., a Florida corporation and the sole shareholder of Subsidiary ("Parent"), with Parent to continue in existence following the Merger as the surviving corporation (the "Surviving Corporation"):

- FIRST:** The plan of merger ("Plan of Merger") relating to the Merger is set forth in the Agreement and Plan of Merger dated July 14, 1997, by and between Parent and Subsidiary, a copy of which is attached hereto as Exhibit A and incorporated herein by this reference.
- SECOND:** These Articles of Merger and the Merger shall become effective upon filing thereof.
- THIRD:** Pursuant to Section 607.1104 of the Florida Business Corporation Act, no approval by the shareholders of Parent or Subsidiary is required.
- FOURTH:** The Plan of Merger was duly adopted by the Board of Directors of Parent on July 11, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed on its behalf as of the 14th day of July, 1997.

AMERICAN RESIDENTIAL SERVICES
OF FLORIDA, INC. ("Parent")

By: C. Clifford Wright, Jr.
C. Clifford Wright, Jr.
Vice President

BULLSEYE AIR CONDITIONING, INC.
("Subsidiary")

By: John D. Held
John D. Held
Vice President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of July 14, 1997 by and between American Residential Services of Florida, Inc., a Florida corporation ("Parent"), and Bullseye Air Conditioning, Inc., a Florida corporation ("Subsidiary").

PRELIMINARY STATEMENTS

1. Subsidiary is a wholly owned subsidiary of Parent.
2. The parties to this Agreement have determined that it is in their best interests for Subsidiary to merge with and into Parent (the "Merger").
3. Pursuant to Section 607.1104 of the Florida Business Corporation Act ("FBCA"), the board of directors of Parent has approved, by resolutions duly adopted, the Merger of Subsidiary into Parent as set forth herein.

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the parties agree as follows:

THE MERGER

Section 1. Certificate of Merger. Subject to the terms and conditions hereof, Parent will cause a Certificate of Merger to be duly executed and delivered to the Department of State of the State of Florida on or promptly after the date of this Agreement.

Section 2. The Effective Time. The effective time of the Merger (the "Effective Time") will be the date and time specified as such in the Certificate of Merger or, if the Certificate of Merger does not specify another date and time, the Effective Time will be the date and time of filing of the Certificate of Merger with the Department of State of the State of Florida.

Section 3. Certain Effects of the Merger. At and as of the Effective Time, (a) Subsidiary will be merged with and into Parent in accordance with the provisions of the FBCA, (b) Subsidiary will cease to exist as a separate legal entity, (c) Parent will be the surviving corporation in the merger (the "Surviving Corporation"), and as such, will, all with the effect provided by the FBCA, (i) possess all the properties and rights, and be subject to all the restrictions and duties, of Subsidiary and Parent and (ii) be governed by the laws of the State of Florida, (d) the Charter Documents of Parent then in effect will become and thereafter remain (until changed in accordance with (i) applicable law (in the case of the articles of incorporation) or (ii) their terms (in the case of the bylaws)) the Charter Documents of the Surviving Corporation, (e) the board of directors of Parent will continue in such capacity as the board of directors 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, 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.

Section 4. 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:

- (a) the shares of common stock, par value \$1.00 per share (the "Common Stock"), of Subsidiary will (i) cease to be outstanding and to exist and (ii) be canceled and retired;
- (b) each share of Common Stock held in the treasury of Subsidiary will (i) cease to be outstanding and to exist and (ii) be canceled and retired; and
- (c) each share of common stock, par value \$1.00 per share, of Parent issued and outstanding immediately prior to the Effective Time will remain unchanged and will constitute all the issued and outstanding shares of capital stock of the Surviving Corporation.

Each holder of a certificate representing shares of Common Stock immediately prior to the Effective Time will, as of the Effective Time and thereafter, cease to have any rights respecting those shares.

Section 5. Shareholders' Rights. As Parent is the sole shareholder of all of the outstanding shares of Common Stock of Subsidiary, there are no other shareholders that may dissent from the Merger or that would be entitled to vote on the Merger. Parent, as the sole shareholder, waives the requirements of the FBCA that this Agreement be mailed to it.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

AMERICAN RESIDENTIAL SERVICES OF
FLORIDA, INC. ("Parent")

By: C. Clifford Wright, Jr.
C. Clifford Wright, Jr.
Vice President

BULLSEYE AIR CONDITIONING, INC.
("Subsidiary")

By: John D. Held
John D. Held
Vice President

679478

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BRADLEY AIR CONDITIONING, INC., a Florida corporation, M33830

INTO

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

File date: July 16, 1997

Corporate Specialist: Joy Moon-French

Document Number Only

679478

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

800002239758--4
-07/16/97--01075--013
*****70.00 *****70.00

Bradley Air Conditioning, Inc.

Merging w/ & into:

American Residential Services of Florida, Inc.

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

7-16-97

1/16
Joy
Harger

FILED
97 JUL 16 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 JUL 15 PM 12:56
DIVISION OF CORPORATION

ARTICLES OF MERGER
of
BRADLEY AIR CONDITIONING, INC.

(a Florida corporation)

with and into

its parent,

AMERICAN RESIDENTIAL SERVICES OF FLORIDA, INC.

(a Florida corporation)

FILED
97 JUL 16 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1104 and 607.1105 of the Florida Business Corporation Act, American Residential Services of Florida, Inc., a Florida corporation ("ARS of Florida"), hereby adopts the following Articles of Merger pursuant to which Bradley Air Conditioning, Inc., a Florida corporation and a wholly owned subsidiary of ARS of Florida, will be merged (the "Merger") with and into ARS of Florida, with ARS of Florida to continue in existence following the Merger as the surviving corporation (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 the date on which they are filed with the Secretary of State of the State of Florida.
- THIRD:** The Plan of Merger was duly adopted by unanimous written consent of the Board of Directors of ARS of Florida on July 14, 1997. Shareholder approval was not required pursuant to Section 607.1104 of the Florida Business Corporation Act.
- FOURTH:** As provided in the Plan of Merger, the Articles of Incorporation of ARS of Florida shall be the Articles of Incorporation of the Surviving Corporation until such time as they may be amended in accordance with applicable law.

IN WITNESS WHEREOF, each of the undersigned corporation has caused these Articles of Merger to be duly executed on its behalf as of the 15th day of July, 1997.

AMERICAN RESIDENTIAL SERVICES
OF FLORIDA, INC.

By: _____

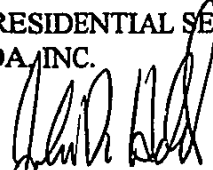

John D. Held
Vice President

EXHIBIT A

PLAN OF MERGER

of

BRADLEY AIR CONDITIONING, INC.
(a Florida corporation)

with and into

AMERICAN RESIDENTIAL SERVICES OF FLORIDA, INC.
(a Florida corporation)

Bradley Air Conditioning, Inc. ("Bradley"), a Florida corporation and a wholly owned subsidiary of American Residential Services of Florida, Inc., a Florida corporation ("ARS of Florida"), shall be merged with and into ARS of Florida, which shall continue as the surviving corporation.

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

1. Bradley and ARS of Florida shall become a single corporation which shall be ARS of Florida, the surviving corporation. The separate existence of Bradley shall cease, but the existence of ARS of Florida shall continue.
2. Upon consummation of the merger, ARS of Florida shall possess all of the rights, privileges, immunities and franchises of Bradley. All property, real, personal and mixed, and all debts due on whatever account, and all and every other interest, of or belonging to or due to Bradley shall be taken and deemed to be transferred to and vested in ARS of Florida without further act or deed. The title to any real estate or other property, or any interest therein, vested in Bradley, shall not revert or be in any way impaired by reason of such merger.
3. Upon consummation of the merger, ARS of Florida shall be responsible and liable for all the liabilities and obligations of Bradley.

The manner and basis of share conversions are as follows:

1. ARS of Florida has authority to issue 1,000 shares of common stock, par value \$1.00 per share, of which 1,000 shares are issued and outstanding.

2. Bradley has authority to issue 500 shares of common stock, par value \$1.00 per share, of which all 500 shares are issued and outstanding.
3. Upon the issuance of a Certificate of Merger:
 - A. Each issued and outstanding common share of ARS of Florida which is in existence immediately prior to the effective date of the merger shall remain outstanding and continue unchanged.
 - B. Each issued and outstanding common share of Bradley which is in existence immediately prior to the effective date of the merger shall be canceled with no payment to the holder thereof.
 - D. The paid-in capital account of Bradley shall be transferred to the paid-in capital account of ARS of Florida.

The Articles of Incorporation of ARS of Florida, the surviving corporation, shall be the Articles of Incorporation of the surviving corporation and shall continue in effect, unchanged by the merger.

The effective date of the merger shall be the date on which the Articles of Merger are filed with the Secretary of State of the State of Florida.