



826780

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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☒ **CERTIFIED COPY**

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☒ **FILING** merger

1.) Chemco Electric Supply, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

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DIVISION OF CORPORATIONS

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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CHEMCO ELECTRIC SUPPLY, INC., a Florida corporation, 323501

INTO

SOUTHERN ELECTRIC SUPPLY COMPANY, INC., a Delaware corporation,
826780

File date: December 31, 1997

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
CHEMCO ELECTRIC SUPPLY, INC.
[Domestic Subsidiary Corporation]**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**INTO
SOUTHERN ELECTRIC SUPPLY COMPANY, INC.
[Foreign Parent Corporation]**

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation named herein hereby adopt the following articles of merger.

1. Attached hereto and made a part hereof is the Plan of Merger merging Chemco Electric Supply, Inc. ("Chemco") into Southern Electric Supply Company, Inc. ("SES") as adopted by the Board of Directors of Chemco on December 30, 1997, and adopted by the Board of Directors of SES on December 30, 1997.

2. The merger of Chemco with and into SES is permitted by the laws of the State of Delaware, the jurisdiction of organization of SES, and has been authorized in compliance with said laws.

3. Shareholder approval was not required for the merger.

4. The effective date of the merger shall be the date on which these Articles are filed with the Department of State of Florida.

[signatures on following page]

These Articles of Merger are executed as of December 31, 1997.

CHEMCO ELECTRIC SUPPLY, INC.

By: Jon O. Fullerton
Title: Vice-Pres.
Jon O. Fullerton

SOUTHERN ELECTRIC SUPPLY COMPANY, INC.

By: Jon O. Fullerton
Title: Vice-Pres.
Jon O. Fullerton

EXHIBIT A

PLAN OF MERGER

OF

SOUTHERN ELECTRIC SUPPLY COMPANY, INC.
(a Delaware parent corporation)

AND

CHEMCO ELECTRIC SUPPLY, INC.
(a Florida wholly-owned subsidiary corporation)

This Plan of Merger is entered into as of December 31, 1997, between Southern Electric Supply Company, Inc., a foreign parent corporation, and Chemco Electric Supply, Inc., a domestic, wholly-owned subsidiary.

Terms of Merger

1. Southern Electric Supply Company, Inc. ("Parent"), a Delaware corporation and the owner of all of the issued and outstanding shares of capital common stock of Chemco Electric Supply, Inc. ("Subsidiary"), a Florida corporation, hereby merges Subsidiary into Parent pursuant to the provisions of the Florida Business Corporation Act ("Act") and the Delaware General Corporation Law.
2. The separate existence of Subsidiary shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act, and Parent shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Delaware.
3. The issued shares of Subsidiary shall not be converted in any manner, but each share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. Shareholders of Subsidiary who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from this merger pursuant to Section

607.1320 of the Act, may be entitled to be paid the fair value of their shares if they comply with the provisions of the Act regarding the rights of dissenting shareholders.

5. The sole shareholder of Subsidiary has waived in writing the requirement that a copy of this Plan of Merger be mailed to it thirty (30) days prior to the filing of the Articles of Merger with the Florida Department of State.