

828216

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

500002705985-1  
-12/08/98-01045-010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

*Merger*

*All Firm: ELECTRIC INC.*

*Merging INTO: GRINNELL CORPORATION*

FILED  
98 DEC -8 PM 12:38  
TALLAHASSEE, FLORIDA

RECEIVED

DEC 8 AM 11:59

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- ☐ Limited Partnership ☐ Reservation ☐ Change of R.A.
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Acknowledgment	

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

TO  
JEFFREY D. BUTTERFIELD

*12/8*  
*\*00789, 00524, 00672*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ALL FIRE & ELECTRIC INC., a Florida corporation 527990

into

**GRINNELL CORPORATION**, a Delaware corporation 828216

File date: December 8, 1998

Corporate Specialist: Annette Ramsey



98 DEC 10 PM 4:27  
FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 9, 1998

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: GRINNELL CORPORATION  
Ref. Number: 828216

We have received your document for GRINNELL CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please attach exhibit A. (see second paragraph).

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 698A00058076

*Walk in  
Pick up*

*Please check date  
Thanks*

**ARTICLES OF MERGER  
OF  
All Fire & Electric Inc.  
(Subsidiary or Parent Corporation)**

**INTO**

**Grinnell Corporation  
(Parent or Subsidiary Corporation)**

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Grinnell Corporation is a corporation organized under the laws of the State of Delaware owning at all of the outstanding shares of All Fire & Electric Inc., a corporation organized under the law of the State of Florida.

SECOND: The following plan of merger was adopted by the board of directors of Grinnell Corporation, which is attached hereto as Exhibit A.

THIRD: The pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates therefor is provided for as follows:

FOURTH: Shareholders of the subsidiary who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

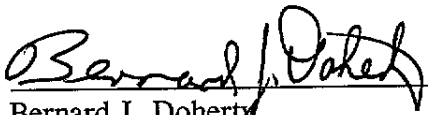
FIFTH: A copy or summary of the plan of merger was mailed by the parent corporation on the 27<sup>th</sup> day of November, 1998, to each shareholder of the subsidiary who did not waive the mailing requirement in writing.

SIXTH: The effective date of merger is upon filing the Articles of Merger with the Secretary of State.

98 DEC -8 PM 12:39  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 30<sup>th</sup> day of November, 1998.

GRINNELL CORPORATION

By:   
Bernard J. Doherty,  
Senior Vice President

ALL FIRE & ELECTRIC INC.

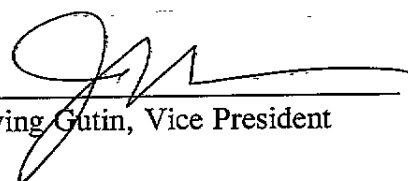
By:   
Irving Gutin, Vice President

EXHIBIT A.

**AGREEMENT AND PLAN OF MERGER**

This agreement and plan of merger (this "Agreement and Plan of Merger") is dated as of the 27<sup>th</sup> day of November, 1998, and is between Grinnell Corporation, a Delaware corporation ("Parent" or "Surviving Corporation") and All Fire & Electric Inc., a Florida corporation (the "Merging Corporation").

WHEREAS, Parent owns 100 shares of the Merging Corporation, which represents all of the outstanding shares of the Merging Corporation.

WHEREAS, Parent is desirous of merging the Merging Corporation with and into itself.

WHEREAS, the Board of Directors and shareholders of each of the Surviving Corporation and the Merging Corporation have approved this Agreement and Plan of Merger pursuant to their respective Articles of Incorporation and their respective By-Laws.

NOW, THEREFORE, IT IS AGREED:

1. That the Merging Corporation shall be merged with and into Parent (the "Merger").
2. That Parent shall be the surviving corporation (the "Surviving Corporation") in the Merger.
3. That the Merger shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware pursuant to the requirements of Section 251 of the Delaware General Corporation Law and upon filing of the Articles of Merger with the Florida Secretary of State pursuant to the requirements of Section 607.224 of the Florida General Corporation Act (the "Effective Time").
4. That the Certificate of Incorporation of Parent in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation.
5. That the By-Laws of Parent in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation.
6. That the directors of Parent immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and the officers of Parent immediately prior to the Effective Time shall be the officers of the Surviving Corporation.
7. That each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefor.

8. That at the Effective Time, Parent shall possess all the rights, privileges, immunities, power and purposes of the Merging Corporation, and shall by operation of law assume and be liable for all the liabilities, obligations and penalties of the Merging Corporation.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the duly authorized representatives of each of the above named corporations, as of the day and year first above written.

GRINNELL CORPORATION

By: \_\_\_\_\_  
Bernard J. Doherty  
Senior Vice President

ALL FIRE & ELECTRIC INC.

By: \_\_\_\_\_  
Irving Gutin  
Vice President