

828596

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December 12, 1997

6970004

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32304

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-12/15/97--01064--018
****122.50 ****122.50

Re: Articles of Merger of Waco Manufacturing, Inc. with and into
Homac Mfg. Company

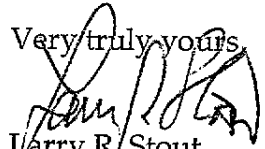
Dear Sir:

Enclosed herewith are the proposed Articles of Merger with the attached Plan of Merger as Exhibit "A" of the above referenced corporations which we ask be filed in your office. When the Articles and Plan have been filed, I would appreciate receiving a certified copy, indicating the filing date. I have included a photocopy of the proposed Articles and Plan for that purpose.

My check is enclosed to cover the following expenses:

Filing Fee	\$ 35.00
Filing Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$ 122.50

Thank you for your attention to this matter. With best regards, I remain,

Very truly yours,

Larry R. Stout

VS DEC 19 1997

merger

Encl.
cc: Mr. Mark A. McGrane

FILED
97 DEC 15 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/97

828596

ARTICLES OF MERGER
Merger Sheet

MERGING:

WACO MANUFACTURING, INC., a Florida corporation, P94000057773

INTO

HOMAC MFG. COMPANY, a New Jersey corporation, 828596

File date: December 15, 1997, effective December 31, 1997

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER OF WACO MANUFACTURING, INC.
WITH AND INTO
HOMAC MFG. COMPANY

FILED

97 DEC 15 PM 3:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the provisions of Chapter 10 of Title 14A of the New Jersey Corporation Act, and Sections 607.1105 and Sections 607.1107 of the Florida General Corporation Act, the undersigned corporations, Homac Mfg. Company, a New Jersey corporation, and Waco Manufacturing, Inc., a Florida corporation, adopt the following Articles of Merger for the purpose of merging Waco Manufacturing, Inc. into Homac Mfg. Company:

1. The laws of the states of New Jersey and Florida permit such merger.
2. The name of the surviving corporation is Homac Mfg. Company, and it will be governed by the laws of the State of New Jersey.
3. The Plan of Merger attached hereto as Exhibit A (the "Plan of Merger") was duly approved and adopted by the Board of Directors and sole shareholder of Waco Manufacturing, Inc. on November 29, 1997.
4. Waco Manufacturing, Inc., has issued and outstanding 500 shares of common stock with a par value of \$1.00 per share, each of which was entitled to vote on the Plan of Merger pursuant to action evidenced by the written consent of the sole shareholder in accordance with Section 607.0704 of the Florida Statutes. All of the shares of common stock of Waco Manufacturing, Inc., were voted in favor of the Plan of Merger, no shares were voted against the Plan of Merger, and no shares abstained.
5. The Plan of Merger was approved by the Board of Directors of Homac Mfg. Company at a quarterly meeting of said Board of Directors held on November 29, 1997, and the approval of the shareholders of Homac Mfg. Company is not required to effectuate the Plan of Merger.
6. The Plan of Merger shall be effective at the close of business on December 31, 1997, and these Articles shall be filed in the office of the New Jersey Secretary of State and the office of the Florida Secretary of State on or before December 31, 1997.

EFFECTIVE DATE
12/31/97

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed by its duly authorized officer on December 12, 1997.

HOMAC MFG. COMPANY

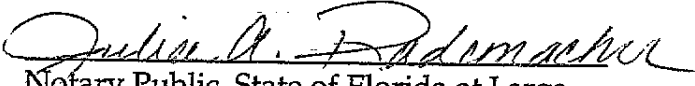
By: Mark A. McGrane
Mark A. McGrane, President

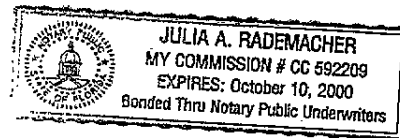
WACO MANUFACTURING, INC.

By: Paul F. Amann
Paul F. Amann, President

STATE OF FLORIDA
COUNTY OF VOLUSIA

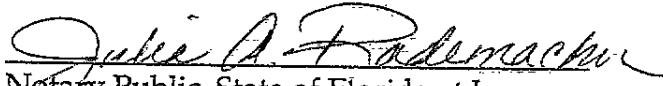
The foregoing instrument was acknowledged before me on December 12, 1997 by Mark A. McGrane as President of Homac Mfg. Company, a New Jersey corporation, on behalf of the corporation. He is (check one) ☐ personally known to me or ☒ has produced his Florida driver's license as identification.


Notary Public, State of Florida at Large



STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me on December 12, 1997 by Paul F. Amann as President of Waco Manufacturing, Inc., a Florida corporation, on behalf of the corporation. He is (check one) ☐ personally known to me or ☒ has produced his Florida driver's license as identification.


Notary Public, State of Florida at Large

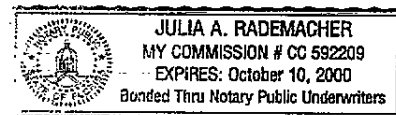


Exhibit A

PLAN OF MERGER

This Plan of Merger is adopted as of November 29, 1997 by and among Waco Manufacturing, Inc., a Florida corporation (the Merging Corporation) and Homac Mfg. Company, a New Jersey corporation (the Surviving Corporation) pursuant to the applicable provisions of the New Jersey Corporation Act, the Florida General Corporation Act, and Section 368 (a) (1) (A) of the Internal Revenue Code of 1986, as amended.

WHEREAS, it has been determined by the Board of Directors of Waco Manufacturing, Inc., that it would be desirable and in the best interests of Waco Manufacturing, Inc., to merge into Homac Mfg. Company with Homac Mfg. Company being the Surviving Corporation.

NOW, THEREFORE, in consideration of the premises and the respective agreements herein contained, Waco Manufacturing, Inc., and Homac Mfg. Company agree as follows:

1. Waco Manufacturing, Inc. shall be merged with and into Homac Mfg. Company, and Homac Mfg. Company, as the Surviving Corporation, shall continue to exist and be governed by the laws of the State of New Jersey.
2. The name of the Surviving Corporation shall be Homac Mfg. Company.
3. Upon the effectiveness of the merger, the separate corporate existence of Waco Manufacturing, Inc. shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of Waco Manufacturing, Inc., and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
4. The Surviving Corporation will carry on business with the assets of Waco Manufacturing, Inc., as well as with the assets of Homac Mfg. Company.
5. The sole stockholder of Waco Manufacturing, Inc. is Homac Mfg. Company. Upon the effectiveness of the merger, Homac Mfg. Company will surrender all of its shares of the common stock of Waco Manufacturing, Inc. and each outstanding share of the common stock of Waco Manufacturing, Inc. shall be cancelled.
6. Upon the effectiveness of the merger, the Certificate of Incorporation of Homac Mfg. Company shall continue in full force as the Certificate of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in the Certificate of Incorporation or as provided by law.

7. Upon the effectiveness of the merger, the By-laws of Homac Mfg. Company shall continue in full force as the By-laws of the Surviving Corporation until altered, amended, or repealed as provided in the Certificate of Incorporation, By-laws or as provided by law.

8. Upon the effectiveness of the merger, the present Board of Directors of Homac Mfg. Company shall continue to serve as the Board of Directors of the Surviving Corporation until the next annual meeting or until their successors have been elected and qualified. If a vacancy shall exist on the Board of Directors of the Surviving Corporation on the effective date of the merger, the vacancy may be filled by the shareholders as provided in the bylaws of the Surviving Corporation. All persons who, as of the effective date of the merger, shall be executive or administrative officers of Homac Mfg. Company shall remain as officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall determine otherwise. The Board of Directors of the Surviving Corporation may elect or appoint additional officers as it deems necessary.

9. This Plan of Merger contains the entire agreement between the parties with respect to the contemplated transaction. This Plan of Merger may be executed in any number of counterparts, all of which taken together shall be deemed one original.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Merger to be executed by its duly authorized officer as of November 29, 1997.

HOMAC MFG. COMPANY

By: Mark A. McGrane
Mark A. McGrane, President

WACO MANUFACTURING, INC.

By: Paul F. Amann
Paul F. Amann, President