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**MERGER OR SHARE EXCHANGE**

**Parker-Hannifin Corporation**

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## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Parker-Hannifin Corporation	OH	175441

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Shaw Aero Devices, Inc.	FL	

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 01 / 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 20, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 20, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Parker-Hannifin Corporation**

Thomas A. Pugh

Thomas A. Pirano, Jr., VP, Gen'l Counsel & Secy.

Shaw Aero Devices, Inc.

Thomas A. Paul

Thomas A. Piraino, Jr., Vice President & Secretary

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 20th day of December, 2007, by and between Parker-Hannifin Corporation, an Ohio Corporation ("Parker"), and Shaw Aero Devices, Inc., a Florida corporation ("Shaw"), said entities hereinafter collectively referred to as the "Constituent Entities."

WHEREAS, Shaw presently has: (i) Nine Thousand (9,000) authorized and issued shares of Series B Non-Voting Common Stock, with \$.01 par value, of which Nine Thousand (9,000) shares are outstanding and owned by Parker; and (ii) One Thousand (1,000) authorized and issued shares of Series A Voting Common Stock, with \$.01 par value, of which One Thousand (1,000) shares are outstanding and owned by Parker; and

WHEREAS, the sole Stockholder of Shaw and the Board of Directors of Parker deem it advisable that Shaw be merged into Parker in accordance with the applicable provisions of the Ohio General Corporation Law and the Florida Business Corporation Act

NOW, THEREFORE, the Constituent Entities in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Shaw shall be merged with and into Parker with Parker surviving the merger.

SECOND: The Amended Articles of Incorporation of Parker, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of Parker until they shall be amended or repealed as provided therein.

THIRD: The manner of converting the outstanding interests of the sole Stockholder of Shaw into the share or other securities of Parker shall be as follows:

(a) On the Effective Date (hereinafter defined), the outstanding interests of the sole Stockholder of Shaw shall be deemed cancelled.

(b) The present holders of Parker's common stock shall continue to hold the same share certificates in Parker that they now hold, and such share certificates shall continue to represent the like number of shares of Parker from and after the Effective Date (hereinafter defined).

FOURTH: The terms and conditions of the merger are as follows:

(a) The Code of Regulations of Parker as it shall exist on the effective date of this Agreement shall be and remain the Code of Regulations of Parker until the same shall be altered, amended or repealed as therein provided.

(b) The Directors and officers of Parker shall continue in office until the next Annual Meeting of Shareholders and until their successors shall have been elected and qualified.

(c) This merger shall be effective on January 1, 2008 (the "Effective Date").

(d) On the Effective Date, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Shaw shall be transferred to, vested in and devolve upon Parker without further act or deed and all property, rights, and every other interest of Parker and Shaw shall be as effectively the property of Parker as they were of Parker and Shaw, respectively. Shaw hereby agrees from time to time, as and when requested by Parker or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Parker may deem necessary or desirable in order to vest in and confirm to Parker title to and possession of any property of Shaw acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the sole Stockholder of Shaw and the proper officers and Directors of Parker are fully authorized in the name of Shaw or otherwise to take any and all such action.

IN WITNESS WHEREOF, the Constituent Entities have duly executed this Agreement and Plan of Merger.

PARKER-HANNIFIN CORPORATION

By: Thomas A. Piraino, Jr.  
Thomas A. Piraino, Jr.  
Vice President and Secretary

SHAW AERO DEVICES, INC.  
By: Parker-Hannifin Corporation, its Sole  
Shareholder

By: Thomas A. Piraino, Jr.  
Thomas A. Piraino, Jr.  
Vice President and Secretary