

853202

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**MERGER OR SHARE EXCHANGE
HAJOCA CORPORATION**

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HD Supply Plumbing/HVAC, Ltd.	Florida	limited partnership
A04-1835		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hajoca Corporation	Maine	corporation
853202		

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

127 Coulter Avenue

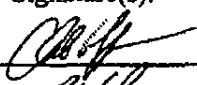
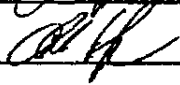
Ardmore, PA 19003

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
HD Supply Plumbing/HVAC, Ltd.		Hajoca Corporation, General Partner By: Christopher M. Pappo, Vice President
Hajoca Corporation		Christopher M. Pappo

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HD Supply Plumbing/ HVAC, Ltd.	Florida	limited partnership

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hajoca Corporation	Maine	corporation

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

See additional sheet attached.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The partnership interests of HD Supply Plumbing/HVAC, Ltd. at the time
of the Merger shall be automatically cancelled.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

Additional Sheet to Plan of Merger, Item # Third.

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

1. Merger. The Merger shall be effected pursuant to applicable state law.
2. Effective Date. The Merger shall be effective as of the date on which the Articles of Merger have been filed with the Secretary of State of the State of Maine and the Secretary of State of the State of Florida (the "Effective Date").
3. Surviving Company. On the Effective Date, HD Supply Plumbing/HVAC, Ltd. shall merge with and into Hajoca Corporation and Hajoca Corporation shall be the surviving corporation after the Merger (Hajoca Corporation being sometimes hereinafter referred to as the "Surviving Company") and shall continue to exist as a corporation created and governed by the laws of the State of Maine.
4. Cancellation of Partnership Interests of HD Supply Plumbing/HVAC, Ltd. The partnership interests of HD Supply Plumbing/HVAC, Ltd. at the time of the Merger shall be automatically cancelled.
5. Articles of Organization. The Articles of Incorporation of Hajoca Corporation shall remain in effect after the Effective Date of the Merger as the Articles of Incorporation of the Surviving Company.
6. Management of Surviving Company. The Surviving Company shall continue to be managed by its Board of Directors.
7. Succession to Rights and Obligations. From and after the Effective Date, the Surviving Company shall automatically succeed to all of the assets and rights and all of the liabilities and obligations of HD Supply Plumbing/HVAC, Ltd. as provided by law.

EXHIBIT A

**PLAN OF MERGER
of
HD SUPPLY PLUMBING/HVAC, LTD.
a Florida limited partnership
into
HAJOCA CORPORATION
a Maine corporation**

HD Supply Plumbing/HVAC, Ltd., a Florida limited partnership ("HD Supply"), by action of its general partner, and Hajoca Corporation, a Maine corporation ("Hajoca"), by action of its board of directors, hereby adopt the following Plan of Merger:

ARTICLE I

Included herein as Article II is the Plan of Merger, which has been approved by the general partner of HD Supply and board of directors of Hajoca, setting forth the terms of the merger of HD Supply with and into Hajoca (the "Merger").

ARTICLE II

The Plan of Merger is as follows:

1. **Merger.** The Merger shall be effected pursuant to applicable state law.
2. **Effective Date.** The Merger shall be effective as of the date on which the Articles of Merger have been filed with the Secretary of State of the State of Maine and the Secretary of State of the State of Florida (the "Effective Date").
3. **Surviving Company.** On the Effective Date, HD Supply shall merge with and into Hajoca and Hajoca shall be the surviving corporation after the Merger (Hajoca being sometimes hereinafter referred to as the "Surviving Company") and shall continue to exist as a corporation created and governed by the laws of the State of Maine.
4. **Cancellation of Partnership Interests of HD Supply.** The partnership interests of HD Supply at the time of the Merger shall be automatically cancelled.
5. **Articles of Organization.** The Articles of Incorporation of Hajoca shall remain in effect after the Effective Date of the Merger as the Articles of Incorporation of the Surviving Company.
6. **Management of Surviving Company.** The Surviving Company shall continue to be managed by its Board of Directors.
7. **Succession to Rights and Obligations.** From and after the Effective Date, the Surviving Company shall automatically succeed to all of the assets and rights and all of the liabilities and obligations of HD Supply as provided by law.

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