

F00000003109

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000206463 3)))



H120002084633ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

FILED  
12 AUG 16 AM 11:34  
SECRET  
TALLAHASSEE FLORIDA

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

MERGER OR SHARE EXCHANGE  
Cintas Corporation No. 2

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

2012 AUG 16 AM 8:13

TO ACHIEVE SUFFICIENCY OF FILING

AUG 17 2012  
C. MUSTAIN

*Mullen*

Electronic Filing Menu Corporate Filing Menu Help

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Cintas Corporation No. 2  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Stephanie Alexander  
Contact Person

Keating Muehling & Klekamp PLL  
Firm/Company

1 E. 4th Street, Suite 1400  
Address

Cincinnati, OH 45202  
City/State and Zip Code

sdenton@kmlaw.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephanie Alexander At ( 513 ) 379-6328  
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**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)
<u>Cintas Corporation No. 2</u>	<u>Nevada</u>	<u>C11510-2000</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Fire Fighters Equipment Company</u>	<u>Florida</u>	<u>P97000081201</u>

FILED  
 12 AUG 16 AM 11:34  
 TALLAHASSEE FLORIDA  
 STATE DEPARTMENT OF REVENUE

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       /      /       (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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on 7/26/12 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 7/26/12

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)*

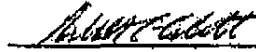
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Cintas Corporation No. 2



Robert E. Coletti, Assistant Secretary

Fire Fighters Equipment Company



Robert E. Coletti, Assistant Secretary

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**AGREEMENT AND PLAN OF MERGER**

**MERGING**

**FIRE FIGHTERS EQUIPMENT COMPANY**  
(a Florida corporation)

**INTO**

**CINTAS CORPORATION NO. 2**  
(a Nevada corporation)

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger"), dated as of July 26, 2012, is made by and between FIRE FIGHTERS EQUIPMENT COMPANY, a Florida corporation ("FFEC"), and CINTAS CORPORATION NO. 2, a Nevada corporation ("Cintas Corporation No. 2"). Cintas Corporation No. 2 is sometimes referred to herein as the "Surviving Corporation."

**RECITALS:**

WHEREAS, FFEC is a corporation duly organized and existing in good standing under the laws of the State of Florida;

WHEREAS, Cintas Corporation No. 2 is a corporation duly organized and existing in good standing under the laws of the State of Nevada;

WHEREAS, the issued and outstanding capital stock of FFEC consists of Two Hundred Ten (210) shares of common stock, par value \$1.00, all of which are owned by Cintas Corporation No. 2; and

WHEREAS, FFEC and Cintas Corporation No. 2 desire to cause FFEC to be merged with and into Cintas Corporation No. 2, pursuant to Section 607.1101 of the Florida Business Corporations Act, as amended (the "FBCA"), Chapter 92A of the Nevada Revised Statutes, as amended (the "Nevada Revised Statutes"), and the terms of this Plan of Merger, such that Cintas Corporation No. 2 shall be the surviving corporation (the "Surviving Corporation") and FFEC will be the non-surviving corporation. All approvals and authorizations required under the FBCA and the Nevada Revised Statutes have been obtained to effect the Merger provided for herein upon the filing of Articles of Merger with the Secretary of State of Nevada and the filing of Articles of Merger with the Secretary of State of Florida.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties agree as follows:

1. Merger; Effect of the Merger. As of the Effective Time (as hereinafter defined), FFEC shall merge with and into Cintas Corporation No. 2 pursuant to the provisions of the FBCA and the Nevada Revised Statutes, with Cintas Corporation No. 2 as the Surviving Corporation and FFEC as the non-surviving Corporation (the "Merger"). The Merger shall have the effects set forth in Chapter 607 of the FBCA and Chapter 92A of the Nevada Revised

Statutes. Without limiting the generality of the foregoing, Cintas Corporation No. 2, as the Surviving Corporation, shall possess all assets and property of every description, and every interest in the assets and property, wherever located, and the rights, privileges, immunities and franchises, as of a public or a private nature, of FFEC, and all obligations belonging to or due to FFEC shall be vested in the Surviving Corporation without further act or deed. Title to any real estate or any interest in real estate vested in FFEC shall not revert or in any way be impaired by reason of the Merger.

2. Filings; Effective Time.

(a) Filing of Articles of Merger in Florida and Nevada. Articles of Merger executed in accordance with Chapter 92A of the Nevada Revised Statutes and as are required to effectuate the Merger shall be filed with the Secretary of State of the State of Nevada, and Articles of Merger executed in accordance with the Section 607.1105 of the FBCA and as are required to effectuate the Merger shall be filed with the Secretary of State of the State of Florida. Such Articles of Merger shall be filed on August 10, 2012 or filed prior to such date with the effective date designated as August 10, 2012.

(b) Effective Time of the Merger. The Merger shall become effective upon the later of the filings of such Articles of Merger with the Secretary of State of Florida and the Secretary of State of Nevada or at such later time as may be designated in such Articles of Merger (the "Effective Time").

3. Dissenter's Rights. The sole shareholder of FFEC, whom, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and who dissents from the merger pursuant to Section 607.1321 of the FBCA, may be entitled, if they comply with the provisions of Chapter 607 of the FBCA regarding appraisal rights of dissenting shareholders, to be paid the fair value of its shares.

4. Continuation of Cintas Corporation No. 2 as the Surviving Corporation.

(a) Continuation of Cintas Corporation No. 2 as the Surviving Corporation. Upon the Effective Time of the Merger, FFEC shall be merged with and into Cintas Corporation No. 2 and the separate corporate existence of FFEC shall cease. Cintas Corporation No. 2 shall be the Surviving Corporation and its corporate existence shall continue under the laws of the State of Nevada. The name of the Surviving Corporation on and after the Effective Time shall remain Cintas Corporation No. 2 until changed or amended as provided by the laws of the State of Nevada.

(b) Articles of Incorporation. The Articles of Incorporation of Cintas Corporation No. 2, as amended heretofore, shall continue to be the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by the laws of the State of Nevada. Such Articles of Incorporation of Cintas Corporation No. 2 are presently recorded in the office of the Secretary of State of Nevada and are not amended in any respect by this Plan of Merger.

(c) Bylaws. The Bylaws of Cintas Corporation No. 2, as in effect immediately before the Effective Time, shall from and after the Effective Time be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

(d) Directors and Officers. The officers and directors of Cintas Corporation No. 2 immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation at the Effective Time and shall continue in office as the directors and officers of the Surviving Corporation until replaced in accordance with the Articles of Incorporation and the Bylaws of the Surviving Corporation.

(e) Service of Process. The Corporation hereby agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of 607.1321 of the FBCA, and irrevocably appoints the Secretary of State of Florida as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 6800 Cintas Boulevard, Mason, Ohio 45040.

5. Cancellation of Metro Door Shares.

(a) FFEC Shares. Upon the Effective Time, by virtue of the Merger and without any need for any action on the part of the holder thereof, each share of FFEC common stock, issued and outstanding immediately prior to the Effective Time, shall be cancelled without consideration.

(b) Cintas Corporation No. 2 Shares. The outstanding shares of capital stock of Cintas Corporation No. 2 shall remain outstanding and are not affected by the Merger. No shares of capital stock of Cintas Corporation No. 2 shall be issued or delivered under this Plan of Merger.

6. Authorization and Approval of the Plan of Merger. This Plan of Merger and the Merger provided for herein have been duly authorized and approved by (i) the entire Board of Directors and the sole shareholder of FFEC, pursuant to Sections 607.0704 and 607.0821 of the FBCA, and (ii) the entire Board of Directors of Cintas Corporation No. 2. Pursuant to Section 607.1104 of the FBCA and Section 92A.130 of the Nevada Revised Statutes, the approval of the shareholder of Cintas Corporation No. 2 is not required. The officers of Cintas Corporation No. 2 and FFEC have been authorized and empowered to execute, deliver and file, on behalf of the respective corporations, this Plan of Merger, the Articles of Merger with the Secretary of State of Nevada and the Articles of Merger with the Secretary of State of Florida and any other documents that such officers may deem necessary or desirable to give full force and effect to the Merger and to carry out the purposes of the Plan of Merger:

7. Miscellaneous.

(a) Cintas Corporation No. 2, in its capacity as the holder of all of the outstanding shares of FFEC, hereby waives the mailing of a copy of the Plan of Merger to Cintas Corporation No. 2.

(b) This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the filing time of the Merger, if the Board of Directors of FFEC or the Board of Directors of Cintas Corporation No. 2 duly adopt a resolution abandoning this Plan of Merger.

(c) The foregoing recitals to this Plan of Merger are incorporated herein and made a part of this Plan of Merger.

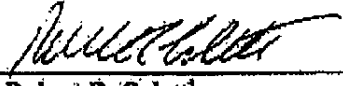
(d) For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

*[The remainder of this page is intentionally left blank, signature page to follow.]*

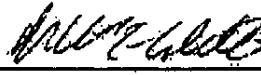


IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be executed as of the date first stated above by their duly authorized officers.

FIRE FIGHTERS EQUIPMENT COMPANY  
a Florida corporation

By:   
Name: Robert E. Coletti  
Title: Assistant Secretary

CINTAS CORPORATION NO. 2,  
a Nevada corporation

By:   
Name: Robert E. Coletti  
Title: Assistant Secretary

4497333.1