

Kim Tadlock

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Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
JOHN BEAN TECHNOLOGIES CORPORATION**

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATIONS
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DEC 29 2017
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**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

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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, 617.0302 or 605.1025, 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>
JBT Paragon, Inc.	Florida	Profit corporation

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>
John Bean Technologies Corporation	Delaware	Profit corporation

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, 605, 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:

January 1, 2018

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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:

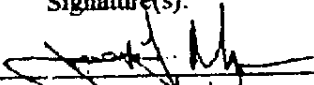
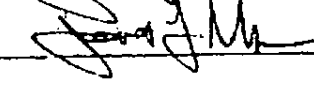
1209 Orange Street, Wilmington, DE 19801

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:
John Bean Technologies Corporation		James L. Marvin, Executive Vice President, General Counsel and Secretary
JBT Paragon Inc.		James L. Marvin, Secretary

- 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>
JBT Paragon, Inc.	Florida	Profit corporation

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>
John Bean Technologies Corporation	Delaware	Profit corporation

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

See attached Agreement and Plan of Merger.

(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:

See attached Agreement and Plan of Merger.

(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:

(Attach additional sheet if necessary)

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

(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:

(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:

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

AGREEMENT AND PLAN OF MERGER BETWEEN PARENT AND WHOLLY OWNED SUBSIDIARY

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 27th day of December, 2017, by and between John Bean Technologies Corporation, a Delaware corporation (the "Surviving Corporation"), and its wholly owned subsidiary, JBT Paragon Inc., a Florida corporation (the "Acquired Corporation," and together with the Surviving Corporation, the "Merging Corporations").

WITNESSETH:

WHEREAS, the Board of Directors of the Acquired Corporation deem it advisable and in the best interests of the Acquired Corporation and its sole shareholder that the Acquired Corporation merge with and into the Surviving Corporation in accordance with this Agreement and the applicable laws of the States of Delaware and Florida (such transaction, the "Merger," and such laws, the "Applicable Laws"); and

WHEREAS, the Board of Directors of the Surviving Corporation deem it advisable and in the best interests of the Surviving Corporation and its shareholders to consummate the Merger.

NOW, THEREFORE, in consideration of the above recitals and the mutual covenants and agreements herein contained, it is agreed in accordance with and pursuant to the provisions of the Applicable Laws, that the Acquired Corporation shall be merged with and into the Surviving Corporation such that, following the Effective Time (as defined below), the separate corporate existence of the Acquired Corporation shall cease and the Surviving Corporation shall continue as the surviving corporation. The effects and consequences of the Merger shall be as set forth in this Agreement and the Applicable Laws.

1. Effective Time of Merger. Subject to the provisions of this Agreement, the Merger shall become effective January 1, 2018 (the "Effective Time"), pursuant to the filing of the certificate of ownership ("Certificate of Ownership") with the Secretary of State of the State of Delaware. The Merging Corporations shall duly prepare, execute and file the applicable Certificate of Ownership with the Secretary of State of the State of Delaware such that the Certificate of Ownership shall become effective on the Effective Time. The Merging Corporations shall also duly prepare, execute and file the applicable articles of merger ("Articles of Merger") with the Secretary of State of Florida such that the Articles of Merger shall become effective on the Effective Time.

2. Certificate of Incorporation. Upon the Effective Time, the Certificate of Incorporation of the Surviving Corporation in force immediately prior to the Effective Time shall be and remain the Certificate of Incorporation of the Surviving Corporation.

3. Corporate By-laws. Upon the Effective Time, the Corporate By-laws of the Surviving Corporation in force immediately prior to the Effective Time shall be and remain the Corporate By-laws of the Surviving Corporation.

4. Officers and Directors. Upon the Effective Time, the directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be and remain the directors and officers of the Surviving Corporation.

5. Cancellation of Shares.

(a) All shares of stock of the Acquired Corporation outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the Surviving Corporation, cease to be outstanding and shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

(b) The shares of stock of the Surviving Corporation outstanding immediately prior to the Effective Time shall remain outstanding following the consummation of the Merger.

6. Approvals. This Agreement has been submitted to the Boards of Directors of the Acquired Corporation and the Surviving Corporation, as provided by the Applicable Laws, and has been adopted by the affirmative votes of the Boards of Directors of the Acquired Corporation and the Surviving Corporation.

7. Further Documents and Actions. The officers of the Merging Corporations are authorized, empowered and directed to execute, deliver, file and/or record such instruments and documents, including, without limitation, the Certificate of Ownership and Articles of Merger, and to take all actions as shall be required by Applicable Laws or which the officers deem necessary or advisable to fully carry out the intent and purposes of this Agreement and to accomplish the Merger pursuant to the Applicable Laws.

8. No Appraisal Rights. The Acquired Corporation is a wholly owned subsidiary of Surviving Corporation. As such, there are no remaining shareholders entitled to appraisal rights pursuant to the Applicable Laws.

9. Entire Agreement. This Agreement, together with the Certificate of Ownership and Articles of Merger, constitutes the sole and entire agreement of the parties hereto with respect to the subject matter contained herein, and supersedes all prior and contemporaneous understandings, representations and warranties and agreements, both written and oral, with respect to such subject matter.

10. Successors and Assigns. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and permitted assigns.

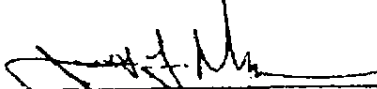
11. No Third-Party Beneficiaries. This Agreement is for the sole benefit of the parties hereto and their respective successors and permitted assigns and nothing herein, express or implied, is intended to or shall confer upon any other person any legal or equitable right, benefit or remedy of any nature whatsoever, under or by reason of this Agreement.

12. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Agreement delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

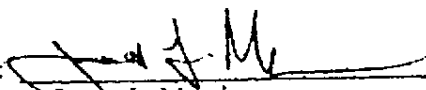
[The Remainder of This Page Intentionally Left Blank; Signature Page Follows.]

IN WITNESS WHEREOF, this Agreement has been executed as of the date first above written.

John Bean Technologies Corporation, a Delaware corporation, Surviving Corporation

By: 
Name: James L. Marvin
Title: Executive Vice President, General Counsel and Secretary

JBT Paragon Inc., a Florida corporation, Acquired Corporation

By: 
Name: James L. Marvin
Title: Secretary