

FO80000003356

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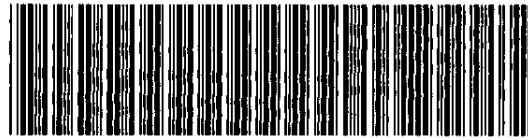
(Business Entity Name)

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11/20/11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GEA FES, Inc.
Name of Corporation

DOCUMENT NUMBER: F08000003356

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gayle Ignudo
Name of Contact Person

Stock and Leader, LLP
Firm/Company

221 W. Philadelphia St., Suite E600
Address

York, PA 17401
City/State and Zip Code

Pete.Keim@geagroup.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gayle Ignudo at (717) 846-9800
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

(Title of person signing)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

SEPTEMBER 29, 2011

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

GEA Refrigeration North America, Inc.

**I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania
do hereby certify that the foregoing and annexed is a true and correct
copy of
ARTICLES OF MERGER-BUSINESS filed on September 29, 2011
which appear of record in this department.**



**IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.**

Carol Aichele

Secretary of the Commonwealth

Entity #: 2908673
Date Filed: 09/29/2011
Effective Date: 09/30/2011
Carol Aichele
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles/Certificate of Merger

(15 Pa.C.S.)

- ☒ Domestic Business Corporation (§ 1926)
☐ Domestic Nonprofit Corporation (§ 5926)
☐ Limited Partnership (§ 8547)

Name	CT - COUNTER		
Address			
City	State	Zip Code	
825	8338	SO PA 17	

Commonwealth of Pennsylvania
ARTICLES OF MERGER-BUSINESS 9 Page(s)



T1127265032

Fee: \$150 plus \$40 additional for each
Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:

GEA FES, Inc.

2. Check and complete one of the following:

- ☒ The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
3475 Board Road PO Box 2306	York	PA	17405	York

(b) Name of Commercial Registered Office Provider County
c/o

- ☐ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider County
c/o

- ☐ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
AeroFreeze Inc.		CT Corporation	Philadelphia

4. Check, and if appropriate complete, one of the following:

☐ The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

☒ The plan of merger shall be effective on: September 30, 2011 at 12:15 p.m. EST
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
GEA FES, Inc.	Adoption by the board of directors of the parent corporation pursuant to 15 Pa.C.S. 1924(b)(3)

6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.

The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

☐ Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

Number and street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned
corporation/limited partnership has caused these
Articles/Certificate of Merger to be signed by a duly
authorized officer thereof this

28th day of September

2011

GEA FES, Inc.

Name of Corporation/Limited Partnership

John Andrus

Signature

President

Title

Name of Corporation/Limited Partnership

Signature

Title

Exhibit A

PLAN AND AGREEMENT OF MERGER

AEROFREEZE INC.
(a Washington corporation)

with and into

GEA FES, INC.
(a Pennsylvania corporation)

This PLAN AND AGREEMENT OF MERGER (this "Agreement") is made as of September 28, 2011 by and between AeroFreeze Inc., a Washington corporation (the "Merging Corporation") and GEA FES, Inc., a Pennsylvania corporation (the "Surviving Corporation").

RECITALS

WHEREAS, the Merging Corporation was formed as a Washington corporation on July 9, 1998 with its registered office in the State of Washington located at c/o Daniel D. DeLue, 600 Stewart Street, #1115, Seattle, Washington 98101; and

WHEREAS, the Surviving Corporation was formed as a Pennsylvania corporation on November 17, 1999 with its registered office in the State of Pennsylvania located at 3475 Board Street, York, Pennsylvania 17405.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties as follows:

1. Recitals. The foregoing recitals constitute an integral part of this Agreement and are incorporated herein by this reference.
2. Effective Time. This Agreement shall become effective on September 30, 2011 at 12:15 p.m. EST (the "Effective Time").
3. Merger. The Merging Corporation is a wholly owned subsidiary of the Surviving Corporation. As of the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation.
4. Surviving Corporation. From and after the Effective Time, the separate existence of the Merging Corporation shall cease and (a) the Surviving Corporation shall possess any and all rights, privileges, immunities, powers and purposes of the Merging Corporation, and (b) all assets and properties, as well as all debts, liabilities, obligations, and duties of the Merging Corporation shall be transferred to, vested in, and shall belong to the Surviving Corporation without further act or deed.

5. Amendment to Articles of Incorporation of the Surviving Corporation. As of the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be amended hereby as follows:

The name of the Corporation shall be changed from "GEA FES, Inc." to "GEA Refrigeration North America, Inc."

As amended hereby, the Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall remain in full force and effect as of the Effective Time.

6. Stock of the Merging Corporation and of the Surviving Corporation. Upon the Effective Time, the issued and outstanding shares of stock of the Merging Corporation shall not be converted in any manner, but all such shares of stock shall be automatically cancelled and extinguished without any further action and without any payment or other distribution in respect thereof. The issued and outstanding shares of stock of the Surviving Corporation shall not be converted or exchanged in any manner, but each share that is issued and outstanding immediately prior to the Effective Time shall continue to represent one issued and outstanding share of stock of the Surviving Corporation as of the Effective Time.

7. Termination. This Agreement may be terminated and abandoned by action of the Board of Directors of the Surviving Corporation any time prior to the Effective Time.

8. Tax Implication. The Merger is intended to qualify as a non-event for federal income tax purposes.

9. Counterparts. This Agreement may be executed in multiple counterparts and by facsimile signature, each of which shall be deemed an original, and all of which, when taken together, shall constitute one and the same instrument.

(Signatures Appear on the Following Page)

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan and Agreement of Merger to be executed as of the date first above written.

WITNESS:

GEA FES, INC.

Wile C. Greinich
Name:
Title: Secretary

By: John Ansbro (SEAL)
Name: John Ansbro
Title: President

WITNESS:

AEROFREEZE INC.

Name: Mieke Bolder
Title: Secretary

By: _____ (SEAL)
Name: Robert LaFlamme
Title: President

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan and Agreement of Merger to be executed as of the date first above written.

WITNESS:

GEA FES, INC.

Name:
Title: Secretary

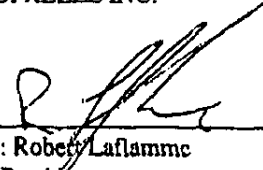
By: _____ (SEAL)
Name: John Anshon
Title: President

WITNESS:

AEROFREEZE INC.



Name: Mieke Bolder
Title: Secretary

By:  (SEAL)
Name: Robert Laflamme
Title: President