

# F26650

SCRUGGS, JORDAN, DODD, DODD & THOMPSON, ATTORNEYS, P.A.

P. O. BOX 681109

FORT PAYNE, ALABAMA 35968-1109

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WILLIAM D. SCRUGGS  
ROBERT K. JORDAN  
J. DAVID DODD  
E. ALLEN DODD, JR.  
DENNIS L. THOMPSON

April 8, 1998

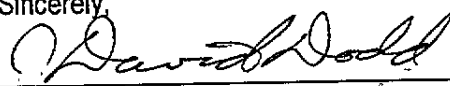
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-04/13/98--01050--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: U.S. Boiler & Tube Co., Inc.

Please find enclosed the originally signed Articles of Merger and Merger Agreement. Please find enclosed a check for an additional \$35.00 for filing the Merger.

Sincerely,

  
J. David Dodd

JDD/db

enclosure

P.S. The original was returned by  
the Alabama Sec. of State. This is  
a carbon copy.

FILED  
98 APR 13 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*merger*

APR 17 1998

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FAX (205) 845-4325

March 17, 1998

Florida Secretary of State  
Corporate Section  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/23/98--01123--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

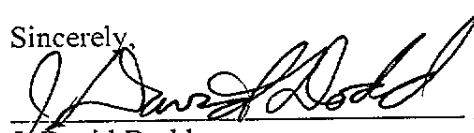
RE: U.S. Boiler & Tube Co., Inc., A Florida corporation

Dear Sir or Madam:

Please find enclosed Articles of Merger and Merger Agreement wherein U.S. Boiler & Tube Co., Inc., A Florida Corporation merges into and with Boiler, Inc., an Alabama corporation. Also, I have enclosed a check for \$35.00 for filing costs.

Could you please stamp "filed" the second copy and return to me in the enclosed envelope?

Sincerely,

  
J. David Dodd



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 25, 1998

J. DAVID DODD, ESQ.  
SCRUGGS, JORDAN, DODD, DODD & THOMPSON  
P. O. BOX 681109  
FORT PAYNE, AL 35968

SUBJECT: U.S. BOILER & TUBE CO., INC.  
Ref. Number: F26650

We have received your document for U.S. BOILER & TUBE CO., INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The Articles of Merger must be an originally signed document. There is a balance of \$35 due to file the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 998A00016017

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

U.S. BOILER & TUBE CO., INC., a Florida corporation, F26650.

INTO

**BOILER, INC.**, an Alabama corporation not qualified in Florida.

File date: April 13, 1998

Corporate Specialist: Thelma Lewis

113313

FILED IN OFFICE

MAR 18 1998

SECRETARY OF STATE

ARTICLES OF MERGER OF  
U.S. BOILER & TUBE CO., INC., A FLORIDA CORPORATION  
BOILER, INC., AN ALABAMA CORPORATION

To the Honorable Jim Bennett, Secretary of State of Alabama:

Pursuant to the Code of Alabama, 1975, 10-2A-140 et. seq. and 10-2A-146, U.S. Boiler & Tube Co., Inc. and Boiler, Inc., the undersigned, have adopted the following Articles of Merger and have filed the same with you according to law:

1. The attached Plan of Agreement was approved by unanimous vote of the shareholders of each corporation in the manner provided by law, as follows:

A. U.S. Boiler & Tube Co., Inc. had 60 outstanding and issued shares eligible to vote and 60 shares voted in favor of merger and 0 shares voted against merger on the 12<sup>th</sup> day of March, 1998.

B. Boiler, Inc. had 120 outstanding and issued shares eligible to vote and 120 shares voted in favor of merger and 0 voted against merger on the 12<sup>th</sup> day of March, 1998.

C. U.S. Boiler & Tube Co., Inc. was incorporated in Volusia County, Florida on the 24th day of March, 1981.

D. Boiler, Inc. was incorporated in Dekalb County, Alabama on the 11<sup>th</sup> day of March, 1998.

2. That U.S. Boiler & Tube Co., Inc., a Florida corporation

Judge of  
Probate

25.00

286

shall merge into and with Boiler, Inc., an Alabama corporation and  
Boiler, Inc., an Alabama corporation shall be the surviving  
corporation.

U.S. BOILER & TUBE CO., INC.

BY: David G. Hunter  
ITS PRESIDENT

ATTEST:

James E. Hunter  
ITS SECRETARY

BOILER, INC.

BY: David G. Hunter  
ITS PRESIDENT

ATTEST:

James E. Hunter  
ITS SECRETARY

STATE OF ALABAMA

COUNTY OF DEKALB

MERGER AGREEMENT

This Agreement made the 12<sup>th</sup> day of March, 1998, between Boiler, Inc., a corporation organized and existing under the laws of the State of Alabama, having its principal office at 1201 Chitwood Avenue South, Fort Payne, AL 35967, and U.S. Boiler & Tube Co., Inc., a corporation organized and existing under the laws of the State of Florida, having its principal place of business at 1201 Chitwood Avenue South, Fort Payne, AL 35967.

RECITALS:

1. The total number of shares of stock which Boiler, Inc. is authorized to issue is 120 shares, all of which is of one class, common stock, with a par value of \$10.00.

2. The total number of shares of stock which U.S. Boiler & Tube Co., Inc. is authorized to issue is 60 shares, all of which is of one class, common stock, with a par value of \$10.00.

3. The Board of Directors of the respective corporations deem it desirable and in the best interest of the corporation and their shareholders that U.S. Boiler & Tube Co., Inc. be merged into Boiler, Inc. for the reasons set forth above; and in consideration of the mutual covenants and promises of the parties hereto, the

constituent corporations agree, pursuant to Code of Alabama, 1975, 10-2A-140 et seq., that U.S. Boiler & Tube Co., Inc. shall be merged into Boiler, Inc. as a single corporation and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect and the manner of converting the shares of U.S. Boiler & Tube Co., Inc. into shares or other securities of Boiler, Inc., as hereinafter set forth.

#### SECTION I.

##### SURVIVING CORPORATION

U.S. Boiler & Tube Co., Inc. shall be merged into Boiler, Inc. and the corporate existence of U.S. Boiler & Tube Co., Inc. shall cease and the corporate existence of Boiler, Inc. shall continue under the name Boiler, Inc. and Boiler, Inc. shall become the owner, without transfer, of all the rights and property of the constituent corporations and Boiler, Inc. shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if Boiler, Inc. had incurred them.

#### SECTION II.

##### PRINCIPAL OFFICE

The principal office of Boiler, Inc. shall remain the principal office of the corporation filing the merger.



### SECTION III.

#### OBJECTS AND PURPOSES

The nature and business and objects and purposes proposed to be transacted and promoted and carried on by the corporation filing the merger are as follows: Any and all lawful business for which a corporation may be incorporated under the laws of the State of Alabama.

### SECTION IV.

#### ARTICLES OF INCORPORATION

Articles of Incorporation of Boiler, Inc., as amended shall on the effective date of the merger be amended to read as required by law to set out the required provisions of the merger and the articles of merger.

### SECTION V.

#### BY-LAWS

The present by-laws of Boiler, Inc., insofar as not inconsistent with this agreement of merger, shall be the by-laws of the corporation filing the merger until altered, amended or repealed as therein provided.

### SECTION VI.

#### BOARD OF DIRECTORS

The names and addresses of all persons who shall constitute the Board of Directors of Boiler, Inc. following merger and who

shall hold office until the first annual meeting of the shareholders of Boiler, Inc. following merger are as follows:

Vernon Hunter, 1201 Chitwood Avenue South, Fort Payne, AL 35967

James E. Hunter, 1201 Chitwood Avenue South, Fort Payne, AL 35967

David Hunter, 1201 Chitwood Avenue South, Fort Payne, AL 35967.

#### SECTION VII.

##### MANNER OF TRANSFER

Immediately upon the agreement of merger becoming effective, the shares of the constituent corporation shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of Boiler, Inc., as follows: One share of U.S. Boiler & Tube Co., Inc. shall be exchanged for two shares of Boiler, Inc.

#### SECTION VIII.

##### DIVIDENDS

Until this agreement of merger becomes effective or is abandoned, the constituent corporations may not pay dividends on their shares of common stock.

#### SECTION IX.

##### EXTRAORDINARY TRANSACTIONS

Neither corporation shall prior to effective date of this merger engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this

agreement.

#### SECTION X.

##### VOTE

This agreement shall be submitted to the stockholders of the constituent corporations in a manner provided by the Code of Alabama, 1975, 10-2A-142 and that the votes of stockholders of each merging corporation representing two-thirds of the total number of shares of its capital stock shall be in favor of the adoption of this agreement, it shall, subject to the provisions of Section XI of this agreement take effect as the agreement of merger of the constituent corporations on the date in which it was filed in the office of the Secretary of State of the State of Alabama, together with evidence of its adoption as required by law.

#### SECTION XI.

##### TERMINATION

Anything to the contrary herein notwithstanding, if the Board of Directors of U.S. Boiler & Tube Co., Inc., the Board of Directors of Boiler, Inc., should determine, either before or after the meeting of the stockholders of the respective corporations called to vote on the adoption or the rejection of this agreement of merger, that for any legal, financial, economic, or business reason deemed sufficient by such Board, it is not in the interest of the corporation it represents, or the stockholders of such

corporation, or it is otherwise inadvisable or impractical to consummate the merger, such Board of Directors may abandon the merger by directing the offices of the corporations to refrain from executing or filing this agreement of merger, and thereupon this agreement shall be void and of no effect.

In Witness Whereof, the parties have caused this agreement to be executed on their behalf by their presidents and attested by their secretaries.

U.S. BOILER & TUBE CO., INC.

BY: David L. Hunter  
ITS PRESIDENT

EC. BK. & PAGE AS SHOWN ABOVE

Paul Thomas

JUDGE OF PROBATE

CORP. 4 PG. 286-293

98 MAR 24 AM 11:16

STATE OF ALA. DEKALB CO.  
I CERTIFY THIS

ATTEST:

James E. Hunter  
ITS SECRETARY

BOILER, INC.

BY: David L. Hunter  
ITS PRESIDENT

ATTEST:

James E. Hunter  
ITS SECRETARY