

# F50732

(Requestor's Name)

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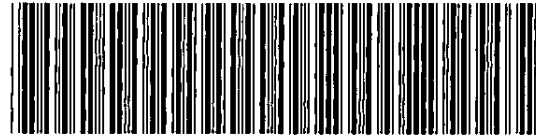
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
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*mxger/cc*  
MAY 05 2017  
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\*PLEASE FILE FIRST\*

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 627700 4321040

AUTHORIZATION :

COST LIMIT : \$ 78,75

ORDER DATE : May 4, 2017

ORDER TIME : 1:18 PM

ORDER NO. : 627700-005

CUSTOMER NO: 4321040

ARTICLES OF MERGER

AMMANN & WHITNEY, INC.

INTO

AMMANN & WHITNEY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS:

10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** AMMANN & WHITNEY, INC.

\_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Henry Mann

\_\_\_\_\_  
Contact Person

Schiff Hardin LLP

\_\_\_\_\_  
Firm/Company

233 S. Wacker Drive, Suite 6600

\_\_\_\_\_  
Address

Chicago, IL 60606

\_\_\_\_\_  
City/State and Zip Code

hmann@schiffhardin.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Henry Mann

\_\_\_\_\_  
Name of Contact Person

At ( 312 ) 258-5602

\_\_\_\_\_  
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)
AMMANN & WHITNEY, INC.	DELAWARE	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
AMMANN & WHITNEY, INC.	FLORIDA	

**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.)

**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.

**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 April 18, 2017

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 April 18, 2017

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)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

AMMANN & WHITNEY, INC.,  
a Florida corporation

Rich Pugh

NICK IVANOFF, DIRECTOR

AMMANN & WHITNEY, INC.,  
a Delaware corporation

U. Lassarát

MARGARET K. LASSARAT, DIRECTOR

## AGREEMENT AND PLAN OF MERGER

Pursuant to this Agreement and Plan of Merger (the "Merger Agreement"), dated as of May 4, 2017, AMMANN & WHITNEY, INC. (the "Non-Surviving Corporation"), a Florida corporation, shall be merged with and into AMMANN & WHITNEY, INC. (the "Surviving Corporation"), a Delaware corporation.

### SECTION 1 TERMS OF MERGER

1.1 Merger. In accordance with the applicable laws of Florida and Delaware, and subject to the terms and conditions of this Merger Agreement, the Non-Surviving Corporation shall, on the Effective Date, be merged with and into the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Delaware.

1.2 Effective Date. The Merger contemplated by this Merger Agreement shall be effective upon filing.

1.3 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation as it exists on the Effective Date shall remain in full force and effect.

1.4 By-laws. The by-laws of the Surviving Corporation as they exist on the Effective Date shall remain the by-laws of the Surviving Corporation until altered or amended as provided in such by-laws.

1.5 Board of Directors. From and after the Effective Date, the directors of the Surviving Corporation shall continue to serve as the directors of the Surviving Corporation, and shall hold office until their respective successors are elected and qualify.

1.6 Officers. From and after the Effective Date, the officers of the Surviving Corporation shall continue to serve as the officers of the Surviving Corporation, and shall hold office until their respective successors are elected and qualify.

1.7 Consent of Shareholders. The Merger Agreement herein has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in the manner prescribed by the provisions of Section 607.1101, Florida Business Corporation Act, of the State of Florida, and Title 8, Section 252 of the Delaware General Corporation Law.

### SECTION 2 MANNER OF CONVERTING SHARES

The issued and outstanding shares of the Non-Surviving Corporation shall be cancelled and cease to exist by virtue of the Merger on the Effective Date. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and shall be unaffected by the Merger.

SECTION 3  
DEPARTMENT OF LABOR ASSURANCE

In accordance with US Department of Labor regulations and current USCIS policy and procedure, Surviving Corporation hereby assumes the rights, obligations and liabilities, past, present and future, of Non-Surviving Corporation relating to any and all Labor Condition Applications filed and approved as part of the H-1B visa classification for employees of Non-Surviving Corporation.

SECTION 4  
FURTHER ASSURANCES

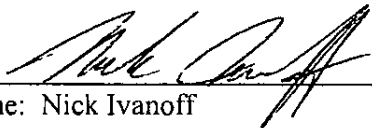
Each party to this Merger Agreement agrees to do such things as may be reasonably requested by the other party in order more effectively to consummate or document the transactions contemplated by this Merger Agreement.

*[Signature page to follow]*

IN WITNESS WHEREOF, the undersigned corporations have caused this Merger Agreement to be executed by their duly authorized representatives as of the date first above written.

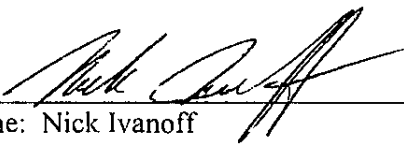
**SURVIVING CORPORATION:**

AMMANN & WHITNEY, INC.

By:   
Name: Nick Ivanoff  
Title: President

**NON-SURVIVING CORPORATION:**

AMMANN & WHITNEY, INC.

By:   
Name: Nick Ivanoff  
Title: President