

# F86246

CARLTON WILDS  
Requestor Name

Post Office Drawer 190  
Address

Tallahassee, FL 32302 Nancy Hurd  
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CINTAS MERGER SUB OF FLORIDA, INC. P97000072684  
(Corporation Name) (Document #)
2. CUSTOM UNIFORM SERVICE, INC. F86246  
(Corporation Name) (Document #)
3. \_\_\_\_\_ Merger  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 9/8/97 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED  
97 SEP -8 PM 4:20  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer, Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
97 SEP -8 PM 3:35  
DIVISION OF CORPORATION

Examiner's Initials

# F86246

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CINTAS MERGER SUB OF FLORIDA, INC., a Florida corporation  
P97000072684

INTO

CUSTOM UNIFORM SERVICE, INC., a Florida corporation, F86246

File date: September 8, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER  
OF CINTAS MERGER SUB OF FLORIDA, INC.  
INTO CUSTOM UNIFORM SERVICE, INC**

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SECRET  
TALLAHASSEE, FLORIDA

**ARTICLE I  
Names and Surviving Corporation**

The names and state of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Cintas Merger Sub of Florida, Inc.	Florida
Custom Uniform Service, Inc.	Florida

Custom Uniform Service, Inc., shall be the surviving corporation.

**ARTICLE II  
Plan of Merger**

The plan of merger is annexed as Exhibit A.

**ARTICLE III  
Date of Adoption**

The date of adoption of the plan of merger by the shareholders of each corporation is:

<u>Name</u>	<u>Date of Adoption</u>
Cintas Merger Sub of Florida, Inc.	September 5, 1997
Custom Uniform Service, Inc.	September 5, 1997

**ARTICLE IV**  
**Date Effective**

The merger shall be effective on the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

Dated this 5th day of September, 1997.

**CINTAS MERGER SUB OF  
FLORIDA, INC.**

By: John S. Kean III  
John S. Kean III,  
Its Vice President

**CUSTOM UNIFORM SERVICE, INC.**

By: Joseph E. Greenblatt  
Joseph E. Greenblatt,  
Its President

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of September 5, 1997 (the "Agreement"), is made and entered in to by and among Cintas Corporation, a Washington corporation ("Cintas"), Cintas Executive Services, Inc., a Nevada corporation and a wholly-owned subsidiary of Cintas ("Cintas Sub No. 1"), Cintas Merger Sub of Florida, Inc., a Florida corporation, and a subsidiary of Cintas Sub No. 1 and a second tier subsidiary of Cintas ("Cintas Sub No. 2") and Custom Uniform Service, Inc., a Florida corporation (the "Company" and, together with Cintas Sub No. 2, the "Constituent Corporations").

WHEREAS, Cintas, Cintas Sub No. 1, Cintas Sub No. 2 and the Company are parties to an Agreement and Plan of Reorganization, dated as of August 22, 1997 (the "Reorganization Agreement"), providing for the merger of the Cintas Sub No. 2 with and into the Company (the "Merger") in accordance with the Reorganization Agreement, this Agreement, and the Florida 1989 Business Corporation Act (the "Florida Act") with the result that the Company will become a wholly-owned subsidiary of Cintas Sub No. 1 and a second tier subsidiary of Cintas;

WHEREAS, Cintas Sub No. 2 was incorporated on August 21, 1997 under the laws of the State of Florida and has its principal business office at c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324;

WHEREAS, Cintas Sub No. 2 has an authorized capital stock of 100 shares of Common Stock, no par value ("Cintas Sub No. 2 Common Stock"), of which 100 shares are issued and outstanding at the date hereof and entitled to be voted in connection with the Merger;

WHEREAS, the Company was incorporated on June 22, 1982 under the laws of the State of Florida and has its principal business office at 2301 N. Palafax Street, Pensacola, Florida;

WHEREAS, the Company has an authorized capital stock of 5,000 shares of Common Stock, without par value (the "Company Common Stock"), 5,000 of which are as of the date hereof issued and outstanding and entitled to be voted in connection with the Merger; and

WHEREAS, the respective boards of directors of Cintas, Cintas Sub No. 1, Cintas Sub No. 2 and the Company, and the shareholders of each of the Constituent Corporations have deemed the Merger contemplated by this Agreement advisable and in the best interests of their respective corporations and have, by resolutions duly adopted, approved and adopted this Agreement on the terms and conditions hereinafter set forth in accordance with the laws of the jurisdiction of incorporation of each party to this Agreement and in accordance with the Florida Act.

NOW, THEREFORE, in consideration of the foregoing and of the covenants and agreements herein contained, the parties hereto agree as follows:

## ARTICLE 1

1.1 Constituent Corporations and Surviving Corporation. Subject to the conditions set forth in the Reorganization Agreement and in accordance with this Agreement and the Florida Act, the Merger shall be consummated at the Effective Time (as defined below) by means of the merger of Cintas Sub No. 2 within and into the Company. Except as herein specifically set forth or as otherwise provided by law, at the Effective Time, the separate existence of Cintas Sub No. 2 shall cease and the Company shall continue its corporate existence under the laws of the State of Florida as the surviving corporation of the Merger (hereinafter sometimes referred to the "Surviving Corporation") and the Company shall succeed to all the rights and property and shall be subject to all the debts and liabilities of Cintas Sub No. 2 to the extent and in the same manner as if the Company had incurred them. As a result of the Merger, the Company shall be a wholly-owned subsidiary of Cintas Sub No. 1 and a second tier subsidiary of Cintas.

1.2 Effective Time. The effective time (the "Effective Time") shall be the latest date and time at which this Agreement, accompanied by such other documents as may be required under applicable law, duly executed, verified and acknowledged to the extent required under applicable law, shall be filed in the office of the Secretary of State of the State of Florida.

## ARTICLE 2

2.1 Conversion of Shares. At the Effective Time, by virtue of the Merger and without any further action on the part of Cintas, Cintas Sub No. 1, Cintas Sub No. 2, the Company or any of their shareholders, all of the outstanding shares of capital stock of Cintas Sub No. 2 shall be converted into Company Common Stock by operation of law and the shareholders of the Company shall receive 17,728 shares of Common Stock, no par value, of Cintas ("Cintas Common Stock") in accordance with the terms and conditions of the Reorganization Agreement. From and after the Effective Time, each outstanding certificate theretofore representing shares of Cintas Sub No. 2 Common Stock shall be deemed for all purposes to be cancelled. After the Effective Time, each holder of a certificate formerly representing issued and outstanding shares of Company Common Stock, upon surrender of certificates to the transfer agent for Cintas or such other agent as shall be appointed by Cintas, shall receive shares of Cintas Common Stock with the number of shares each such shareholder being entitled to receive equal to the aggregate number of shares of Cintas Common Stock to be received by all Company shareholders in the conversion multiplied by a fraction, the numerator of which is the number of shares of Company Common Stock held by such shareholder and the denominator of which is the aggregate number of shares of Company Common Stock outstanding immediately prior to the Effective Time.

## ARTICLE 3

3.1 Articles of Incorporation. The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall thereafter continue in full force and effect as the

Articles of Incorporation of the Surviving Corporation, until amended in accordance with applicable law.

3.2 Bylaws. The Bylaws of the Company, as in effect immediately prior to the Effective Time, shall thereafter continue in full force and effect as the Bylaws of the Surviving Corporation, until amended in accordance with applicable law.

3.3 Directors. The directors of Cintas Sub No. 2, as in effect immediately prior to the Effective Time, shall thereafter continue as the directors of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

#### ARTICLE 4

##### STATUTORY AGENT

4.1 The name and address of the statutory agent upon whom any process, notice, or demand against any Constituent Corporation or the Surviving Corporation may be served is Joseph E. Greenblatt, 2301 North Palafax Street, Pensacola, FL 32501.

#### ARTICLE 5

5.1 Headings. The headings of the paragraphs of this Agreement are for convenience of reference only and shall not be deemed to explain, omit or amplify the provisions hereof.

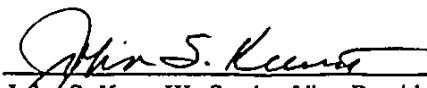
5.2 Counterparts. This Agreement may be executed in any number of counterparts with the same effect as if the signatures on each such counterpart were upon the same instrument.

5.3 Governing Law. This Agreement shall be construed and interpreted in accordance with, and governed in all respects by, the laws of the State of Florida except to the extent such laws are superseded by the laws of the state of incorporation of each of the parties hereto.

IN WITNESS WHEREOF, Cintas, Cintas Sub No. 1, Cintas Sub No. 2 and the Company have each caused this Plan of Merger to be duly executed in its name and on its behalf, all as of the day and year first above written.

CINTAS CORPORATION

BY:

  
John S. Kean III, Senior Vice President

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CINTAS EXECUTIVE SERVICE, INC.

BY: John S. Kean  
John S. Kean, Vice President

CINTAS MERGER SUB OF FLORIDA, INC.

BY: John S. Kean III  
John S. Kean III, Vice President

CUSTOM UNIFORM SERVICE, INC.

By: Joseph E. Greenblatt  
Joseph E. Greenblatt, President



CUSTOM UNIFORM SERVICE, INC.

The names and addresses of the directors of the Surviving Corporation are as follows:

Robert T. Farmer  
8525 Fox Club Lane  
Cincinnati, Ohio 45243

Robert J. Kohlkepp  
580 Chaswil Drive  
Cincinnati, Ohio 45255

David T. Jeanmougin  
7315 Country Club Lane  
West Chester, Ohio 45069