

Document Number
F95000003758

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

500001558825
-08/07/95--01015--003
*****70.00 *****70.00

Keller Industries, Inc.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call When Ready
☒ Walk In
☐ Mail Out
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS/ G/S
☐ After 4:30
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Document Examiner
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W.P. Verifier

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File 152

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO
TRANSACT BUSINESS IN THE STATE OF FLORIDA:**

1. KELLER INDUSTRIES, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY",
"CORPORATION" or words or abbreviations of like import in language as will clearly indicate
that it is a corporation instead of a natural person or partnership if not so contained in the name
at present.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. Applied For
(FEI Number, if applicable)
4. JULY 27, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. July 27, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 617.150,
F.S.))
7. c/o C T Corporation System
1209 Orange Street, Wilmington, Delaware 19801
(Current mailing address)
8. All Business Activities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)
9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)
10. Registered agent acceptance:

*Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this application, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.*

C T CORPORATION SYSTEM

Fred Allen
(Registered agent's signature) (Officer)

SECRETARY, FRED ALLEN
(Type Name and Title Officer)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and address of officers and/or directors:

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Wayne Doss

Address: c/o CT Corporation System, 1209 Orange Street, Wilmington, Delaware
19801

Director: Donald J. Herdrich

Address: c/o CT Corporation System, 1209 Orange Street, Wilmington, Delaware
19801

Director: Phillip A. O'Reilly

Address: c/o CT Corporation System, 1209 Orange Street, Wilmington, Delaware
19801

B. OFFICERS:

President: Wayne Doss

Address: c/o CT Corporation System, 1209 Orange Street, Wilmington, Delaware
19801

Vice President: Fred Allen

Address: c/o CT Corporation System, 1209 Orange Street, Wilmington, Delaware

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10801Secretary: Fred AllenAddress: c/o CT Corporation System, 1209 Orange Street, Wilmington, Delaware10801Treasurer: Fred AllenAddress: c/o CT Corporation System, 1209 Orange Street, Wilmington, Delaware10801

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Wayne Doss, President)

14.

Wayne Doss, President

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KELLER INDUSTRIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JULY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7592026

07-31-95

F95000003758

Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

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*****70.00 *****70.00

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TALLAHASSEE, FLORIDA

Keller Industries, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> NonProfit		
<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
		<input type="checkbox"/> CUS/ G/S
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8/3/95
3:00

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Merger
Sp



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

KELLER INDUSTRIES, INC., a FL Corp., #165994

into

KELLER INDUSTRIES, INC., a Delaware corporation F95000003758

File date: August 3, 1995

Corporate Specialist: Susan Payne

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

Name of corporation	State/country of incorporation
Keller Industries, Inc.	Florida
Keller Industries, Inc.	Delaware

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation, Keller Industries, Inc., a Delaware Corporation, complies with Section 607.1105 F.S. of the Florida Business Corporation Act and the domestic corporation, Keller Industries, Inc., a Florida Corporation, complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. of the Florida Business Corporation Act.

FOURTH: The plan of merger is as follows:

(1) **KELLER INDUSTRIES, INC.**, a corporation organized under the law of the State of Delaware, shall merge with and into itself and assume the liabilities and obligations of **KELLER INDUSTRIES, INC.**, a corporation organized under the laws of the State of Florida. The name of the surviving corporation is **KELLER INDUSTRIES, INC.**

(2) Each share of stock of **KELLER INDUSTRIES INC.**, (a Florida Corporation), the merging corporation, which shall be outstanding on the effective date of the merger and all rights in respect thereof shall be changed into share(s) of stock of the surviving corporation.

After the effective date of this merger, each holder of an outstanding certificate representing shares of stock of Keller Industries, Inc. (a Florida Corporation), the merging corporation, shall surrender the same of the surviving corporation, and each holder shall be entitled upon such surrender to receive the number of shares of stock of the surviving corporation on the basis provided herein. Until so surrendered the outstanding shares of the stock of the merging corporation which are to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate

purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place.

(3) The Articles of Incorporation of Keller Industries, Inc., (a Delaware corporation), shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

(4) The by-laws of Keller Industries, Inc., (a Delaware Corporation), shall be the bylaws of the corporation surviving the merger.

(5) The directors and officers of Keller Industries, Inc., (a Florida Corporation), shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

(6) The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

FIFTH: The effective date of the certificate of merger shall be the date of filing of the articles of merger.

SIXTH: The plan of merger was adopted by the shareholders and the Board of Directors of Keller Industries, Inc., a Florida corporation, on the 31st day of July, 1995, and was adopted by the shareholders and the Board of Directors of Keller Industries, Inc., a Delaware Corporation, on the 31st day of July, 1995.

Signed this 31st day of July, 1995.

Keller Industries, Inc., a Florida Corporation

By Wayne Doss
President

Wayne Doss
President

By Fred Allen
Secretary

Fred Allen
Secretary

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 31st day of July, 1995, pursuant to Section 252 of the General Corporation Law of Delaware, between Keller Industries, Inc., a Florida corporation and Keller Industries, Inc., a Delaware corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Keller Industries, Inc., a Florida corporation, hereby merges into Keller Industries, Inc., a Delaware corporation, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Keller Industries, Inc., a Delaware corporation shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of Preferred stock and each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of common stock and each share of preferred stock of the merged corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be changed and converted into the same shares of common stock and the same shares of preferred stock of the surviving corporation.

(c) After the effective date of this merger, each holder of an outstanding certificate representing shares of common or preferred stock of the merger corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common or preferred stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the merger corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporation purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange has taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common and preferred stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common and preferred shares of the surviving corporation on the basis provided herein.

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

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in, and devolve upon, the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent

corporation at any time prior to the date of filing the Agreement with the Secretary of State, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by Wayne Doss, President and by Fred Allen, Secretary of Keller Industries, Inc., a Delaware Corporation hereto as the respective act, deed and agreement of each of said corporations, on this 31st day of July, 1995.

Keller Industries, Inc., a Delaware corporation

By: Wayne Doss
President
Wayne Doss
President

By: Fred Allen
Secretary
Fred Allen
Secretary

I, Fred Allen, Secretary of Keller Industries, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Keller Industries, Inc., a corporation of the State of Florida, was duly adopted pursuant to subsection (f) of section 251 of the General Corporation Law of Delaware, without any vote of the stockholders of the surviving corporation; and that the Agreement of Merger does not amend in any respect the Certificate of Incorporation of the surviving corporation, and each share of stock of Keller Industries, Inc., a Delaware corporation, outstanding immediately prior to the effective date of the merger, is to be an identical outstanding or treasury share of the surviving corporation after the effective date of merger, and no shares of common stock of the surviving corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under the plan of merger; and that the outstanding shares of the corporation were such as to render subsection (f) of section 251 of the General Corporation Law of Delaware applicable; and that the Agreement of Merger was thereby adopted by action of the Board of Directors of said Keller Industries, Inc., a Delaware corporation, and is the duly adopted agreement and act of said corporation.

WITNESS my hand on this 31st day of July, 1995.



Fred Allen
Secretary