

F 95000005150

Document Number

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

900001617659

-10/23/95--01046--031

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

Van Dyne Crotty, Inc. of Central Florida

Cross ref:

Van Dyne - Crotty, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS/G/S

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

3:00

10/23/95


PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

CR2E031 (1-89)

I, the undersigned, Richard F. Carlile, do hereby certify that this resolution of the Board of Directors of Van Dyne Crotty, Inc., a corporation duly organized and existing under the laws of the State of Ohio, was duly adopted on October 18, 1995

RESOLVED, That Van Dyne-Crotty, Inc., organized and existing in the State of Ohio, hereby adopts the name Van Dyne Crotty, Inc. of Central Florida, for use in Florida.

Dated: October 19, 1995


Richard F. Carlile
One of the Directors
of Van Dyne Crotty, Inc.

HNT3055,ALB
10/18/95

OCT 23 PM 12:43

SECRET
FBI - MIAMI
VJGKX 06 00 00 00 00 00

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

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

1. VAN DYNE-CROTTY, 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. Ohio

(State or country under the law of which it is incorporated)

3. 31-0564777

(FEI number, if applicable)

4. July 22, 1953

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. Post Office Box 442, Dayton, Ohio 45404

(Current mailing address)

8. Rental and sale of textiles

(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 obligation of my position as registered agent.

C T Corporation System

G. L. Hatfield
(Registered agent's signature) (Officer)

G.L. Hatfield, Asst. Sec.

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Howard N. Thiele, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Howard N. Thiele, Jr., Secretary
(Typed or printed name and capacity of person signing application)

DIRECTORS

L. William Crotty
Van Dyne Crotty, Inc.
903 Brandt Street
Dayton, Ohio 45401

Daniel W. Crotty
Van Dyne Crotty, Inc.
903 Brandt Street
Dayton, Ohio 45401

Kevin M. Crotty
Van Dyne Crotty, Inc.
903 Brandt Street
Dayton, Ohio 45401

Robert S. Crotty
Van Dyne Crotty, Inc.
903 Brandt Street
Dayton, Ohio 45401

Richard F. Carlile
Thompson, Hine & Flory
2000 Courthouse Plaza NE
10 W. Second Street
Dayton, Ohio 45402

Dudley P. Kircher
530 Walnut Springs Road
Dayton, Ohio 45419

Benjamin P. Scott
Scott M & A Corporation
218 West Ash Street
Piqua, Ohio 45356

John F. Torley
Miami Valley Research
1515 Kettering Tower
Dayton, Ohio 45423

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 23 PM 12:43

OFFICERS

L. William Crotty, Chairman and Chief Executive Officer
Van Dyne Crotty, Inc.
903 Brandt Street
Dayton, Ohio 45401

Daniel W. Crotty, President and Chief Operating Officer
Van Dyne Crotty, Inc.
903 Brandt Street
Dayton, Ohio 45401

Kevin M. Crotty, Executive Vice President of Operations
Van Dyne Crotty, Inc.
903 Brandt Street
Dayton, Ohio 45401

Robert S. Crotty, Vice President and Corporate Marketing Director
Van Dyne Crotty, Inc.
903 Brandt Street
Dayton, Ohio 45401

David Senseman, Vice President of Finance and Treasurer
Van Dyne Crotty, Inc.
903 Brandt Street
Dayton, Ohio 45401

Howard N. Thiele, Jr., Corporate Secretary and Legal Counsel
2000 Courthouse Plaza NE
10 W. Second Street
Dayton, Ohio 45402

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

}

SECRETARY OF STATE
DIVISION OF PUBLIC
95 OCT 23 PM 4:33

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and miscellaneous filings; that said records show VAN DYNE-CROTEY, INC., an Ohio Corporation, Charter No. 234923, principal location in Dayton, County of Montgomery, incorporated on July 22, 1953, is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio this
6th day of October, A.D., 1995

Bob Taft

Bob Taft
Secretary of State

Document Number Only

F95000005150

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

600001896726

-07/17/96--01057--018

*****87.50 *****87.50

FILED
JUL 11 1996
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Best Uniform Services Inc.

Merging into: Van Dyne-Croft, Inc.

600001896726

-07/17/96--01057--019

*****35.00 *****35.00

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☒ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☒ Certified Copy

☐ Photo Copies

☐ Fictitious Name Filing

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

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

7/11/96

C. TAX _____
FILING _____
AGENT FEE _____
COPY _____
TOTAL _____
NEW YORK _____
NEW YORK _____
NEW YORK _____

RECEIVED
95 JUL 11 AM 11:31
DIVISION OF CORPORATION

CR2E031 (1-89)

F9500005150

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

BEST UNIFORM SERVICE, INC., a Florida corporation J94085

INTO

**VAN DYNE-CROTTY, INC. OF CENTRAL FLORIDA, an Ohio corporation,
F95000005150**

File date: July 11, 1996

Corporate Specialist: Annette Hogan

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

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 or countries under the laws of which such corporations are organized are as follows:

Name of corporation	State/country of incorporation
<u>Best Uniform Service, Inc.</u>	<u>Florida</u>
<u>Van Dyne-Crotty, Inc. (authorized to do business in Florida as Van Dyne-Crotty, Inc. of Central Florida)</u>	<u>Ohio</u>

SECOND: The laws of the state or country 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 complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as set forth on Exhibit A attached hereto.

FIFTH: The effective date of the certificate of merger shall be the date of the filing of these Articles of Merger.

SIXTH: If shareholder approval was not required, a provision to that effect is as follows:

- (a) Van Dyne-Crotty, Inc. owns 100% of the outstanding shares of the only class of Best Uniform Service, Inc., the merged corporation;
- (b) The articles of incorporation of Van Dyne-Crotty, Inc., the constituent corporation surviving the a merger, do not require of a vote of shareholders to authorize the merger;
- (c) The articles of incorporation of Van Dyne-Crotty, Inc., the surviving corporation, will not differ from its articles before the merger; and

(d) Each shareholder of Van Dyne-Crotty, Inc., the surviving corporation, whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares with identical designations, preferences, limitations, and relative rights, immediately after the merger.

SEVENTH: Van Dyne-Crotty, as the sole shareholder of Best Uniform Service, Inc., has voted in favor of the merger and hereby waives the requirement of a mailing to it of the plan of merger.

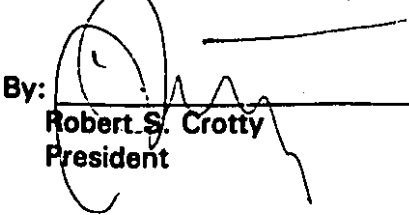
EIGHTH: The plan of merger was adopted by the sole shareholder of Best Uniform Service, Inc., the merged corporation as of the 1st day of July, 1996, and was adopted by the Board of Directors of Van Dyne-Crotty, Inc. since no vote of the shareholders was required of Van Dyne-Crotty, Inc., the surviving corporation, on the 21st day of June 1996.

Signed this 3rd day of July, 1996.

VAN DYNE-CROTTY, INC.

By: 
David S. Senseman
Vice President of Finance

BEST UNIFORM SERVICE, INC.

By: 
Robert S. Crotty
President

AGREEMENT AND PLAN OF MERGER

MERGING

BEST UNIFORM SERVICE, INC.
a Florida corporation

INTO

VAN DYNE-CROTTY, INC.
an Ohio corporation

THIS AGREEMENT AND PLAN OF MERGER is made as of the 1st day of July, 1996 between VAN DYNE-CROTTY, INC., an Ohio corporation ("Van Dyne-Crotty") and BEST UNIFORM SERVICE, INC., a Florida corporation ("Best"), under the following circumstances:

- A. Best is a wholly-owned subsidiary of Van Dyne-Crotty.
- B. The Board of Directors of Van Dyne-Crotty and the sole shareholder of Best have determined that it is advisable and in the best interests of their respective corporations that Best be merged with and into Van Dyne-Crotty in accordance with the terms and conditions hereinafter set forth.

NOW, THEREFORE, the parties hereto agree as follows:

1. Merger. Upon the filing of a Certificate of Merger in Ohio and Articles of Merger in Florida (the "Effective Time of the Merger"), Best shall be merged with and into Van Dyne-Crotty pursuant to the provisions of the Ohio General Corporation Law and the Florida Business Corporation Act (the "Merger"), the separate existence of Best shall cease, and Van Dyne-Crotty shall be the corporation surviving the Merger, all in accordance with the terms and conditions of this Agreement.

2. Terms and Condition of the Merger; Manner and Basis of Converting Shares. Each common share of Best issued and outstanding immediately prior to the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, shall be cancelled without further consideration. No change shall be effected by the Merger in the outstanding shares of Van Dyne-Crotty.

3. Effect of the Merger. At the Effective Time of the Merger, the separate existence of Best shall cease and Van Dyne-Crotty shall possess all assets and property of every description and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public, as well as private nature, of Best and all obligations belonging to or due to Best, all of which shall be fully vested in Van Dyne-Crotty without further act or deed, and the title to

any real estate or any interest therein vested in Best shall vest in Van Dyne-Crotty. Any claim existing, or action or proceeding pending, by or against Best, may be prosecuted to judgment, with the right of appeal, as if the Merger had not taken place, or Van Dyne-Crotty may be substituted in its place. All of the rights of creditors of Best shall be preserved unimpaired, and all liens upon the property of Best shall be preserved unimpaired, on only the property affected by such liens immediately prior the Effective Time of the Merger.

4. Articles of Incorporation; Bylaws; Officers and Directors. There shall be no change in the Articles of Incorporation, Code of Regulations, Bylaws, directors or officers of Van Dyne-Crotty as a result of the Merger.

5. Dissenter's Rights. Shareholders of Best, the merging subsidiary who, except for the applicability of F.S. 607.1104, would be entitled to vote and who dissent from the Merger pursuant to F.S. 607.1320, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

6. Amendment or Termination of Merger Agreement; Waiver of Conditions. Prior to the Effective Time of the Merger, Van Dyne-Crotty and Best, by action of their respective Boards of Directors, to the extent permitted by law, may (a) amend, modify, supplement and interpret this Agreement by mutual agreement; and (b) terminate this Agreement, in which event the Merger shall not be consummated and this Agreement shall be of no further force or effect.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first written above.

VAN DYNE-CROTTY, INC.

By: David S. Sensenman
David S. Sensenman
Vice President of Finance

BEST UNIFORM SERVICE, INC.

By: Robert S. Crotty
Robert S. Crotty
President

vdc/8473.4r