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Division of Corporations

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FA7403

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

FLORIDA SOLAR DISTRIBUTORS, INC.

| | |
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\$160.00

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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER
OF
FLORIDA SOLAR DISTRIBUTORS, INC.
(a Florida corporation)

F97403

AND
OLYMPIAN POOL SERVICES, L.C.
(a Florida limited liability company)

L-14391

Pursuant to the provisions of Section 607.1105 of the Florida Statutes (1999), the undersigned domestic business entities hereby adopt the following Articles of Merger for the purpose of merging them into one (1) corporation:

1. The names of the undersigned business entities and the states under the laws of which they are organized are as follows:

Name of Business Entity

Florida Solar Distributors, Inc., a Florida corporation
Olympian Pool Services, L.C., a Florida limited liability company

2. Olympian Pool Services, L.C., a Florida limited liability company, shall be merged with and into Florida Solar Distributors, Inc., a Florida corporation which shall be the surviving corporation.

3. All business entities are incorporated and governed under the laws of the State of Florida and Florida permits such merger. All business entities have complied with all applicable laws of the State of Florida.

4. The name of the surviving corporation is to be "Florida Solar Distributors, Inc.", and it is to be governed by the laws of the State of Florida.

5. The Plan and Agreement of Merger is attached hereto and incorporated herein by this reference.

6. The effective date of this merger shall be the date when the Articles of Merger are accepted for filing by the Secretary of State of Florida.

7. The Plan and Agreement of Merger was approved by the holders of a majority of Florida Solar Distributors, Inc.'s common stock, which is the only group of stock shareholders entitled to vote for the merger at a meeting held for this purpose on the 14th day of August, 2001.

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SECRETARY OF STATE
JAMES H. HARRIS, JR.
TALLAHASSEE, FLORIDA

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The Plan and Agreement of Merger was approved by a majority of the Members of Olympian Pool Services, L.C., which is the only group of Members entitled to vote for the merger at a meeting held for this purpose on the 14th day of August, 2001.

8. As to each undersigned Business Entity, the number of shares of common stock outstanding (with no other classes of capital stock being outstanding) are as follows:

| Name (and State of Formation or Incorporation) of Business Entity | Number of Shares Outstanding |
|--|---------------------------------|
| Florida Solar Distributors, Inc., a Florida corporation | 1,000 |
| Olympian Pool Services, L.C., a Limited Liability Company | N/A |

9. With respect to Florida Solar Distributors, Inc., 1,000 shares were voted for and 0 shares were voted against the Plan and Agreement of Merger. With respect to Olympian Pool Services, L.C., 100% of the Members voted for the Plan and Agreement of Merger and 0% of the Members voted against the Plan and Agreement of Merger.

I HEREBY CERTIFY that these Articles of Merger have been authorized by resolution duly adopted by the Board of Directors, Shareholders and Members of the undersigned domestic business entities as of this 14th day of August 2001.

FLORIDA SOLAR DISTRIBUTORS, INC.,
a Florida Corporation

By: Arthur E. West
ARTHUR E. WEST, President

OLYMPIAN POOL SERVICES, L.C.
a Florida limited liability company

By: Scott D. Kacic
Print Name: Scott D. Kacic
Title: CFO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 14th day of August 2001, by **ARTHUR E. WEST**, who has produced a driver's license as identification and who did not take an oath.

U.S. GOVERNMENT PRINTING OFFICE
1967 O - 348-000

Wm. Lloyd Garrison

The Census Bureau
(print name)

Notary Public/State of Florida
My Commission Expires: 10/05

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 14th day of August, 2001, by Scott Kovic, who has produced a driver's license as identification and who did not take an oath.

LA GRACE BARROV
MAY COMMISSION & DO ORDERS
-XPIRE 31 October 31, 2004
Present: This Inquiry Public Information

W. A. R. R. R. R. R.

The Grace Bureau
(print name)

Notary Public/State of Florida
My Commission Expires: 10/05

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Agreement") is made and entered into this 14th day of August, 2001, by and between FLORIDA SOLAR DISTRIBUTORS, INC., a Florida corporation ("Florida Solar"), OLYMPIAN POOL SERVICES, L.C., a Florida limited liability company ("Olympian Pool"), all business entities being sometimes hereinafter referred to as the "constituent entities".

WHEREAS, the Board of Directors of the constituent entities each deems it advisable that Florida Solar and Olympian Pool be merged (the "Merger") on the terms and conditions hereafter set forth, in accordance with the applicable provisions of the statutes of the State of Florida which permit such merger.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Florida Solar and Olympian Pool, by their respective Boards of Directors, have agreed and do hereby agree, each with the other, as follows:

**ARTICLE I
PLAN OF REORGANIZATION**

1.01 Plan Adopted. A plan of reorganization of Florida Solar and Olympian Pool, made pursuant to the provisions of the Business Corporation Act of the State of Florida is adopted as follows:

- a. Olympian Pool shall be merged with and into Florida Solar, to exist and be governed by the laws of the State of Florida.
- b. The name of the surviving corporation shall be Florida Solar Distributors, Inc.
- c. When this Agreement shall become effective, the separate existences of Florida Solar and Olympian Pool shall cease, and the surviving corporation shall succeed without other transfer to all the rights and properties of Florida Solar and Olympian Pool and shall be subject to all the debts and liabilities of such entities in the same manner as if the surviving corporation had itself incurred them. All rights of creditors and all liens upon the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to their merger.
- d. The surviving corporation will carry on business with the assets of Florida Solar as well as the assets of Olympian Pool.

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- e. The shareholders of Olympian Pool will surrender all of their shares in the manner hereinafter set forth.
- f. In exchange for the shares of Olympian Pool surrendered by their shareholders, Scott Kacic, Steve Mitchell, and Bob Constant, Florida Solar will transfer to Scott Kacic twenty-five percent (25%) of the outstanding shares of Florida Solar, to Steve Mitchell, twenty-five percent (25%) of the outstanding shares of Florida Solar, and to Bob Constant twenty-five percent (25%) of the outstanding shares of Florida Solar. The stockholders of Florida Solar shall retain twenty-five percent (25%) of the outstanding stock in Florida Solar.
- g. The surviving corporation shall possess and retain every interest in all assets and property of every description, including, but not limited to the Olympian name and intangible property rights, wherever located of each of the constituent entities. The rights, privileges, immunities, powers, franchises and authority, of a public, as well as a private nature of each of the constituent entities shall be vested in the surviving corporation without further act or deed. The title to any interest in any real estate vested in either the constituent entities, shall not revert or in any way be impaired by reason of the merger. All obligations belonging to or due to each of the constituent entities, shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all of the obligations of each of the constituent entities existing as of the Effective Date.

1.02 **Effective Date.** The Merger shall become effective on the day that the Articles of Merger have been accepted for filing by the Secretary of State (the "Effective Date").

ARTICLE II
REPRESENTATIONS AND WARRANTIES
OF CONSTITUENT ENTITIES

2.01 **Representations of Florida Solar.** As a material inducement to Olympian Pool to execute this Agreement and perform its obligations hereunder, Florida Solar represents and warrants to Olympian Pool as follows:

- a. Florida Solar is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida, with corporate power and authority to own property and carry on its business as it is now being conducted.
- b. All corporate actions required or necessary to consummate the Merger have been taken.

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TALLAHASSEE, FLORIDA

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2.02 **Representations of Olympian Pool.** As a material inducement to Florida Solar to execute this Agreement and perform its obligations hereunder, Olympian Pool represents and warrants to Florida Solar as follows:

- a. Olympian Pool is a limited liability company duly organized, validly existing, and in good standing under the laws of the State of Florida, with power and authority to own property and carry on its business as it is now being conducted.
- b. All actions required or necessary to consummate the Merger have been taken.

ARTICLE III MANNER AND BASIS OF PURCHASING SHARES

3.01 **Shareholder Approval.** Prior to the Effective Date, Florida Solar and Olympian Pool shall each obtain written approval to the Merger from their respective shareholders.

3.02 **Manner.** On the Effective Date, the holders of shares of Olympian Pool shall surrender their shares to the Secretary of Florida Solar promptly after this Agreement shall become effective, in exchange for seventy-five percent (75%) of all outstanding shares of common stock of Florida Solar, as set forth above.

ARTICLE IV CORPORATE MATTERS OF THE SURVIVING CORPORATION

4.01 **Articles.** The Articles of Incorporation of Florida Solar, as existing on the Effective Date of the Merger, shall continue in full force as the Articles of Incorporation of the surviving corporation until altered, amended, or repealed as provided therein or as provided by law.

4.02 **Bylaws.** The Bylaws of Florida Solar, as existing on the Effective Date of the Merger, shall continue in full force as the Bylaws of the surviving corporation until altered, amended or repealed as provided therein or as provided by law.

4.03 **Directors and Officers of Florida Solar.**

- a. On the Effective Date of the Merger, the Board of Directors of Florida Solar shall be Arthur E. West, Scott Kacic, Steve Mitchell and Bob Constant.
- b. If a vacancy shall exist on the Board of Directors of the surviving corporation on the Effective Date of the Merger, such vacancy may be filled by the Board of Directors as provided in the Bylaws of the surviving corporation.

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TREASURER, FLORIDA

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c. On the Effective Date of the Merger, the officers of Florida Solar shall be:

| | |
|-------------------------|----------------|
| Chief Executive Officer | Scott Kacic |
| President | Arthur E. West |
| Vice President | Steve Mitchell |
| Secretary | Bob Constant |

ARTICLE V
INTERPRETATION AND ENFORCEMENT

5.01 Further Assurances. Olympian Pool hereby agrees that from time to time, as and when requested by Florida Solar or by its successors or assigns, it will execute and deliver or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken, such further or other actions as the surviving corporation may deem necessary or desirable in order to vest or perfect in, or conform of record or otherwise to, the surviving corporation title to and possession of all the property, rights, privileges, powers and franchises of Olympian Pool, and otherwise to carry out the intent and purposes of this Agreement.

5.02 Entire Agreement; Counterparts. This instrument contains the entire agreement between the parties with respect to the transaction contemplated hereby. It may be executed in any number of counterparts, each of which shall be deemed an original, but such counterparts together constitute one and the same instrument.

5.03 Controlling Law. The validity, interpretation and performance of this Agreement shall be controlled by and construed under the laws of the State of Florida and venue shall lie in Seminole County.

5.04 Transfer to a Limited Liability Company. It is understood by all parties to the merger that upon duly merging, pursuant to the manner set forth above, the surviving corporation will transfer status to a limited liability company.

SIGNATURE PAGE TO FOLLOW

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXECUTED on this 14th day of August, 2001.

FLORIDA SOLAR DISTRIBUTORS, INC.,
a Florida corporation

By: [Signature]
ARTHUR E. WEST, President

OLYMPIAN POOL SERVICES, L.C., a Florida
limited liability company

By: [Signature]
SCOTT KACIC, President

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