



# F990000000565

June 12, 2001

Florida Dept. of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

600004425386--6  
-06/18/01--01132--005  
\*\*\*105.00 \*\*\*105.00

**Re: Articles of Merger of GSV, Inc. (Florida ID #343313) and IPSCO-  
Florida, Inc. (Florida ID #L74308)**

Dear Sir or Madam:

Enclosed please find the following documents for filing:

1. Original and one copy of Articles of Merger of GSV, Inc. and IPSCO-Florida, Inc.; and
2. Check in the amount of \$105.00 payable to the Florida Dept. of State.

Please file-mark the extra copies and return them to me along with the State's Certificate of Merger.

Please contact me directly if you have any questions or if additional documentation is necessary.

With best regards,

Sherri Herndon  
Paralegal

Enclosures

cc: Jamie Wheeler, Tax Manager

*Merger  
6-28-01  
JWS*

**FILED**  
01 JUN 18 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GSV, INC., a Florida corporation, 343313

IPSCO-FLORIDA, INC., a Florida corporation, L74308

into

**FLOWSERVE US INC.**, a Delaware entity F99000000565

File date: June 18, 2001

Corporate Specialist: Doug Spitler

# **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, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
FLOWSERVE US INC. (f/k/a Flowserve Pump Corporation )	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
GSV, Inc.	Florida
IPSCO-Florida, Inc.	Florida

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TALLAHASSEE, 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** 12 / 31 / 00 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
November 15, 2000 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 November 15, 2000.

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)*



The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

FLOWSERVE US INC. (f/k/a Flowserve Pump Corporation)

Delaware

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

Name

Jurisdiction

GSV, Inc.

Florida

IPSCO-Florida, Inc.

Florida

**Third:** The terms and conditions of the merger are as follows:

See - Attachment A.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See - Attachment A.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

See Attachment A.

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

See Attachment A.

## **PLAN OF MERGER**

**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name

Jurisdiction

The name and jurisdiction of each **subsidiary** corporation is

Name

Jurisdiction

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:



**ARTICLES OF MERGER  
OF  
GSV, INC. and IPSCO-FLORIDA, INC.  
(Florida corporations)  
INTO  
FLOWSERVE US INC.  
(f/k/a Flowserve Pump Corporation)  
(a Delaware corporation)**

**ATTACHMENT A**

**THIRD:** 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 the 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) Each share of common stock of the merged corporations, which shall be outstanding on the effective date of the merger, shall be cancelled and no longer issued and outstanding. Each share of stock of Flowserve outstanding immediately prior to the effective date of the merger is to be an identical outstanding or treasury share of Flowserve after the effective date of the merger, and no shares of common stock of Flowserve and no shares, securities or obligations convertible into such stock are to be issued or delivered pursuant to this Agreement.
- (d) The merger shall become effective on December 31, 2000.

**FOURTH:** Manner and basis of converting the shares of the corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the mergers' becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporations shall be transferred

to, vested in, and devolve upon, the surviving corporation without further act or deed; and all property, rights and every other interest of the surviving corporation and the merged corporations shall be effectively the property of the surviving corporation. The merged corporations hereby agree 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 corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the merged corporations, and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporations or otherwise to take any and all such action.