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**MERGER OR SHARE EXCHANGE  
HEAT-PIPE TECHNOLOGY, INC.**

Certificate of Status	0
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Page Count	11
Estimated Charge	\$70.00

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**ARTICLES OF MERGER  
of  
HPT ACQUISITION, INC.  
with and into  
HEAT-PIPE TECHNOLOGY, INC.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, as amended (the "Act"), the undersigned corporations adopt the following articles of merger.

1. A plan of merger has been approved by each of Heat-Pipe Technology, Inc. and HPT Acquisition, Inc. pursuant to Sections 607.1103, 607.0704, and 607.0821 of the Florida Statutes, approving the merger of HPT Acquisition, Inc. with and into Heat-Pipe Technology, Inc.
2. The name of the surviving corporation is Heat-Pipe Technology, Inc., a Florida corporation.
3. The name of the merging corporation is HPT Acquisition, Inc., a Florida corporation.
4. The plan of merger is attached hereto as Exhibit A.
5. The effective date of the merger shall be the date on which these Articles of Merger are filed with the Florida Department of State.
6. The Plan was adopted by the shareholders of Heat-Pipe Technology, Inc., the surviving corporation, on November 23, 2009.
7. The Plan was adopted by the sole shareholder of HPT Acquisition, Inc. on November 6, 2009.

***[Signature Page Follows.]***

IN WITNESS WHEREOF, the undersigned hereby certify the above statements and execute this document effective as of November 24, 2009.

**HEAT-PIPE TECHNOLOGY, INC.**

By: 

Khanh Dinh, Chairman

**HPT ACQUISITION, INC.**

By: \_\_\_\_\_

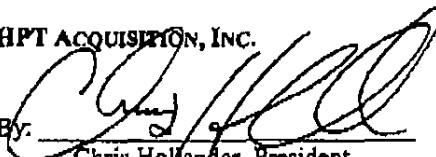
Chris Hollander, President

IN WITNESS WHEREOF, the undersigned hereby certify the above statements and execute this document effective as of November 24, 2009.

HEAT-PIPE TECHNOLOGY, INC.

By: \_\_\_\_\_  
Khanh Dinh, Chairman

HPT ACQUISITION, INC.

By: \_\_\_\_\_  
Chris Hollander, President

## **EXHIBIT A**

### **Plan of Merger**

1. The name of the surviving corporation is Heat-Pipe Technology, Inc., a Florida corporation (the "Surviving Corporation"). The name of the merging corporation is HPT Acquisition, Inc., a Florida corporation (the "Merging Corporation").

2. The terms and conditions of the proposed merger are as follows: The Surviving Corporation shall succeed to and become the owner of all of the property and assets of any nature of the Merging Corporation and to all of the Merging Corporation's rights, privileges, powers and franchises, public and private, and shall assume and be liable for all of the debts, liabilities, restrictions, disabilities and duties of the Merging Corporation, all to the fullest extent provided by the Florida Business Corporation Act.

3. The manner and basis of converting the shares, and rights to acquire shares, of the Merging Corporation and the Surviving Corporation, into cash or other property is as follows: Upon the effective date of the merger, each share of capital stock of the Surviving Corporation will no longer be outstanding and will automatically be canceled and will cease to exist, and each holder of a certificate representing such shares will cease to have any rights with respect thereto, except the right to receive a proportion share of certain cash consideration, as set forth in the Agreement and Plan of Merger, dated November 6, 2009, by and among the Surviving Corporation, the Merging Corporation and the other parties identified therein. Upon the effective date of the merger, each share held in treasury of the Surviving Corporation, if any, shall be canceled and shall cease exist, and no consideration shall be delivered in exchange therefor. Upon the effective date of the merger, each outstanding share of the common stock of the Merging Corporation will be converted into one share of common stock of the surviving entity.

4. The Amended and Restated Articles of Incorporation of the Surviving Corporation, attached hereto, shall be the articles of incorporation of the Surviving Corporation. The Bylaws of the Merging Corporation shall continue unamended as the bylaws of the Surviving Corporation.

**ATTACHMENT TO PLAN OF MERGER**

See attached.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HEAT-PIPE TECHNOLOGY, INC.**

**HONORABLE KURT S. BROWNING  
SECRETARY OF STATE  
STATE OF FLORIDA  
P.O. BOX 6327  
TALLAHASSEE, FL 32314**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, Heat-Pipe Technology, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Corporation is named Heat-Pipe Technology, Inc.
2. These Amended and Restated Articles of Incorporation were adopted by the Corporation's Board of Directors and Shareholder on November 24, 2009.
3. The Corporation's Articles of Incorporation, as originally filed with the Department of State of the State of Florida on October 20, 1983 and as amended through the date hereof, are hereby amended and restated in their entirety to read as follows:

**ARTICLE ONE**

The name of the Corporation is Heat-Pipe Technology, Inc.

**ARTICLE TWO**

The principal place of business and mailing address of the Corporation is 4340 N. E. 49<sup>th</sup> Avenue, Gainesville, Florida 32609.

**ARTICLE THREE**

The address of the Corporation's initial registered office in the State of Florida is 1200 South Pine Island Road, Plantation Florida 33324 and the name of its registered agent at such address is C T Corporation System.

#### **ARTICLE FOUR**

The aggregate number, class and par value, if any, of shares which the Corporation shall have authority to issue shall be Thirty Thousand (30,000) shares of Common Stock, \$.01 par value.

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect of the shares of each class are as set forth below.

None.

#### **ARTICLE FIVE**

No holder of any stock (of any class) or other securities of this Corporation shall have any preemptive or preferential right by reason of his being a stockholder or security holder to have first offered to him, or to subscribe for, purchase or receive any part of the presently authorized stock of this Corporation, or any part of any stock of this Corporation which may hereafter be authorized, issued or sold, or any part of any debentures, bonds or other securities of this Corporation convertible into, exchangeable for, or representing, stock or securities which may at any time be authorized, issued or sold by this Corporation.

#### **ARTICLE SIX**

The duration of the Corporation shall be perpetual.

#### **ARTICLE SEVEN**

The Corporation is formed for the following purpose: to engage in any lawful act or activity for which corporations may be organized under Chapter 607 of the Florida Statutes.

#### **ARTICLE EIGHT**

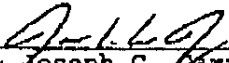
The By-Laws of the Corporation may, from time to time, be made, amended or repealed by action of the shareholders of the Corporation, or by a vote of a majority of the Directors then



in office; provided, that any such action by the Board of Directors may be rescinded or repealed, or may be prohibited as to any By-Law or portion thereof, by the shareholders.

*[Signature Page Follows.]*

IN AFFIRMATION THEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on November 24, 2009:

By:   
Name: Joseph C. Barr, Jr.  
Title: Vice President, Secretary  
& General Counsel

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

C T Corporation System, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

C T Corporation System.

Chris McNear

By: Assistant Secretary *CM*  
Name: *CM*  
Title: *CM*