

673981

(Requestor's Name)

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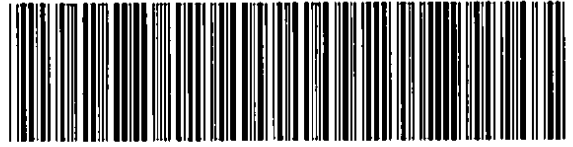
(Business Entity Name)

(Document Number)

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MAR 09 2006

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 3/6/2020

Acc#I20160000072

*mic DW*

Name:	YOWN'S BOILER & FURNACE SERVICE, INC.
Document #:	
Order #:	12768572

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
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Amount: \$ 78.75
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Thank you!

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** YOWN'S BOILER & FURNACE SERVICE, INC.

\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Andrew Mitchell

\_\_\_\_\_  
Contact Person

YOWN'S BOILER & FURNACE SERVICE, INC.

\_\_\_\_\_  
Firm/Company

6 Scanlon Court

\_\_\_\_\_  
Address

Aurora, ON, Canada, L4G 7B2

\_\_\_\_\_  
City/State and Zip Code

AMitchell@thermogenicsboilers.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donna Truong

\_\_\_\_\_  
Name of Contact Person

At ( 212 )

588-5558

\_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

# **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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Yown's Boiler & Furnace Service, Inc.	Florida	G73981

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Thermogenics USA Corp.	Delaware	N/A

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CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
IN 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** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 March 6, 2020.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on March 6, 2020 and shareholder approval was not required.

(Attach additional sheets if necessary)

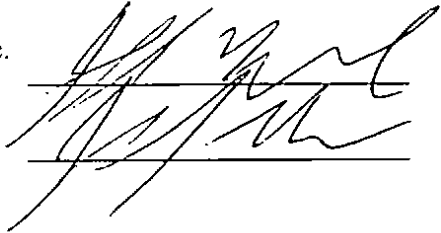
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Yown's Boiler & Furnace Service, Inc.



Jeffrey Murphy, President

Thermogenics USA Corp.

Jeffrey Murphy, President

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TALLAHASSEE, FL 32304

**EXHIBIT A**  
**Plan of Merger**

This **PLAN OF MERGER** (this "**Plan**") provides for the merger of Thermogenics USA Corp., a Delaware corporation ("**Parent**"), into Yown's Boiler & Furnace Service, Inc., a Florida corporation ("**Subsidiary**").

**RECITALS**

**WHEREAS**, Parent owns all of the issued and outstanding shares of Subsidiary;  
and

**WHEREAS**, Parent desires to effect a merger (the "**Merger**") pursuant to which it will merge itself with and into Subsidiary.

**NOW, THEREFORE**, the terms and conditions of the Merger shall be as follows:

1. Merger. In accordance with the Florida Business Corporation Act, as amended from time to time (the "**FBCA**"), and the Delaware General Corporation Law, as amended from time to time (the "**DGCL**"), at the Effective Time, Parent shall be merged with and into Subsidiary and the separate existence of Parent shall thereupon cease by virtue of the Merger, and Subsidiary, as the surviving company in the Merger (the "**Surviving Entity**"), shall by virtue of the Merger continue its existence under the laws of the State of Florida.

2. Effective Time. The Merger shall become effective (the "**Effective Time**") when the certificate of ownership is duly filed with the Secretary of State of the State of Delaware in accordance with the DGCL, and the Articles of Merger are duly filed with the Florida Secretary of State in accordance with FBCA.

3. Effects of the Merger. From and after the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the FBCA and the DGCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all of the properties, rights, privileges, powers and franchises of Parent and Subsidiary shall vest entirely in the Surviving Entity, and all debts, liabilities, obligations, restrictions, disabilities and duties of each of Parent and Subsidiary shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Entity.

4. Articles of Incorporation. The Articles of Incorporation of Subsidiary at the Effective Time shall be the Articles of Incorporation of the Surviving Entity.

5. By-laws. The by-laws of Subsidiary as in effect immediately prior to the Effective Time shall be the by-laws of the Surviving Entity, and thereafter may be amended as provided therein or by applicable law.

6. Effect on Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of Subsidiary, Parent or Stockholder:

- a. Parent Stock. Each share of Parent's common stock issued and outstanding immediately prior to the Effective Time shall be canceled without any consideration being issued or paid therefor.
- b. Subsidiary Stock. Each share of Subsidiary's common stock issued and outstanding immediately prior to the Effective Time shall remain outstanding and shall continue to represent one issued share of the Surviving Entity (and, as of the Effective Time, shall be held by Thermogenics Parallel, Inc., the sole stockholder of Parent).

7. Tax Treatment. The transactions contemplated by this Agreement are intended to qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue code of 1986, as amended (the "**Code**") and this Agreement is intended to constitute a "plan of reorganization" for the purposes of Section 354(a) and 368(a) of the Code and the applicable Treasury Regulations promulgated thereunder.

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