

**H14227**

**Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
ORLANDO HOSE & FITTINGS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF  
PALM BEACH HOSE & FITTINGS, INC.  
WITH AND INTO  
ORLANDO HOSE & FITTINGS, INC.

The following articles of merger are being submitted in accordance with Section 607.1101, Florida Statutes:

**FIRST:** The exact name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Orlando Hose & Fittings, Inc.	Florida	H74227

**SECOND:** The exact name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Palm Beach Hose & Fittings, Inc.	Florida	L45570

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on:

- ☐ the date these Articles of Merger are filed with the Florida Department of State  
OR  
☒ June 30, 2018  
(Enter a specific date, which cannot be prior to the date of filing or more than 90 days after the date of filing.)

**FIFTH:** Adoption of Merger by surviving corporation.

- ☒ the Plan of Merger was adopted by the shareholders of the surviving corporation on June 1, 2018.  
OR  
☐ the Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

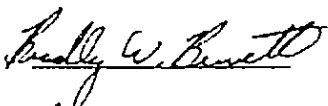
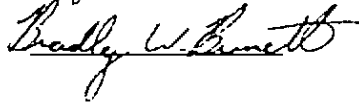
**SIXTH:** Adoption of Merger by merging corporations.

- ☒ the Plan of Merger was adopted by the shareholders of the merging corporations on June 1, 2018.  
OR  
☐ the Plan of Merger was adopted by the board of directors of the merging corporations on \_\_\_\_\_ and shareholder approval was not required.

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SEVENTH: Signatures for each corporation

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name and Title of Individual</u>
<u>Palm Beach Hose &amp; Fittings, Inc.</u>		Bradley W. Bennett <u>President</u>
<u>Orlando Hose &amp; Fittings, Inc.</u>		Bradley W. Bennett <u>President</u>

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### PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**FIRST:** The exact name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Orlando Hose & Fittings, Inc.	Florida

**SECOND:** The exact name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Palin Beach Hose & Fittings, Inc.	Florida

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

The merging corporations shall be merged with and into the surviving corporation, and the separate existence of each merging corporation shall cease as of the effective date of this Plan of Merger. The surviving corporation shall retain the name of "ORLANDO HOSE & FITTINGS, INC." after the merger. As of the effective date of this Plan of Merger, the surviving corporation shall possess all of the right, privileges, powers and franchises of each merging corporation, of a public as well as private nature, and all property, real, personal or otherwise, of each merging corporation, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving corporation shall continue unaffected and unimpaired by the merger.

The Articles of Incorporation of the surviving corporation are amended and restated as set forth on the attached Amended and Restated Articles of Incorporation.

The Articles of Incorporation and the Bylaws of the surviving corporation, as amended and restated as of the execution date of the Articles of Merger, shall, after the merger, continue to be the Articles of Incorporation and the Bylaws of the surviving party until duly amended in accordance with law, and no change to such Articles of Incorporation or Bylaws shall be affected by the merger hereunder. The persons who are the directors and officers of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and officers of the surviving party without change, subject to the provisions of the Articles of Incorporation and Bylaws of the surviving party and the laws of the State of Florida.

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**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the shareholders of the merging party or the shareholders of the surviving party, all of the issued and outstanding certificates representing shares of stock in merging party shall be cancelled. Certificates representing ownership of shares of stock in the surviving party shall not be affected by the merger under this Plan of Merger; however, additional shares shall be issued to the existing shareholders as agreed upon by the shareholders.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ORLANDO HOSE & FITTINGS, INC.

Florida Document Number: H74227

Pursuant to the provisions of Section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

This amendment is submitted to amend the following:

☒ Amending the Officers and/or Directors of record:

(Enter the name and title of each officer and director being removed, and the name, title and address of each officer or director being added or changed)

<input type="checkbox"/> Add <input checked="" type="checkbox"/> Change <input type="checkbox"/> Remove	President, Director	Bradley	W	Bennett	
	Title(s)	(First Name)	(Middle)	(Last)	(Suffix)
	5627 Commerce Drive				
		(Street Address)			
	Orlando	FL	32839		
	(City)	(State)	(Zip)	(Country)	

<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Remove	Vice President, Director	Gordon	E	Bennett	
	Title(s)	(First Name)	(Middle)	(Last)	(Suffix)
	5627 Commerce Drive				
		(Street Address)			
	Orlando	FL	32839		
	(City)	(State)	(Zip)	(Country)	

<input type="checkbox"/> Add <input checked="" type="checkbox"/> Change <input type="checkbox"/> Remove	Secretary, Treasurer, Director	Robin	J	Bennett	
	Title(s)	(First Name)	(Middle)	(Last)	(Suffix)
	5627 Commerce Drive				
		(Street Address)			
	Orlando	FL	32839		
	(City)	(State)	(Zip)	(Country)	

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☒ Amending Other Information:

(Be specific; attach additional sheets if necessary. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, state the provisions for implementing the amendment)

The Articles of Incorporation are amended and restated in their entirety to read as follows:

**ARTICLE I  
NAME**

The name of the corporation is **ORLANDO HOSE & FITTINGS, INC.**

**ARTICLE II  
SHARES**

1. Authorized Stock. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
3,000	\$0.01	Class A Voting Common
297,000	\$0.01	Class B Non-Voting Common

The consideration for all of the above stock shall be payable in cash, cancellation of debt, property (real or personal), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

2. Voting Rights. The Class A Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such Class A Voting Common Stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Class B Non-Voting Common Stock shall possess no voting rights other than as required by law.

3. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

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### ARTICLE III PRINCIPAL OFFICE

The address of the Principal Office of the corporation is as follows:

5627 Commerce Drive  
Orlando, FL 32839

The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

### ARTICLE IV MAILING ADDRESS

The mailing address of the corporation is as follows:

5627 Commerce Drive  
Orlando, FL 32839

### ARTICLE V BOARD OF DIRECTORS AND OFFICERS

The number of Directors constituting the Board of Directors of the corporation is three (3). The number of Directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but in no event shall the number of Directors be less than one (1).

### ARTICLE VI INDEMNIFICATION

To the fullest extent permitted by law, the corporation shall indemnify any person made or threatened to be made a party to any action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or any predecessor to the corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the corporation or any predecessor to the corporation.

Neither any amendment or repeal of any this ARTICLE VI, nor the adoption of any provision inconsistent with this ARTICLE VI, shall eliminate or reduce the effect of this ARTICLE VI, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this ARTICLE VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

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Adoption of Amendment(s):


The Amendment(s) was/were adopted by:

- ☒ the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.
- ☐ the board of directors without shareholder action. Shareholder action was not required.
- ☐ the incorporators without shareholder action. Shareholder action was not required.

The date of adoption for each amendment: June 1, 2018

Effective date if different than the date of filing: June 30, 2018  
(Cannot be prior to date of filing or, if delayed, more than 90 days after amendment file date)

Dated: June 14, 2018

  
(Signature)

Bradley W. Bennett  
(Typed or printed name of person signing)

President  
(Title of person signing)

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