

Document Number Only

J21245

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002612734--6  
-08/11/98--01040--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Merger

First Coast First Aid, Inc.

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

98 AUG 11 PM 10:34

FILED

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name	Slu/98
Availability	
Document Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

Please Return Extra Copies  
File Stamped.

Thank You!!

Hope

RECEIVED  
98 AUG 11 AM 10:34  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

FIRST COAST FIRST AID, INC., a Florida corporation J21245  
,

INTO

**CINTAS EXECUTIVE SERVICES, INC.**, a Nevada corporation not qualified in  
Florida.

File date: August 11, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER OF  
FIRST COAST FIRST AID, INC.,  
A FLORIDA CORPORATION INTO  
CINTAS EXECUTIVE SERVICES, INC.,  
A NEVADA CORPORATION**

98 AUG 11 PM 2:46  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging First Coast First Aid, Inc., into Cintas Executive Services, Inc.:

1. The names of the corporations which are parties to the within merger are First Coast First Aid, Inc., and Cintas Executive Services, Inc. Cintas Executive Services, Inc., a Nevada corporation, is the surviving corporation.

2. On the 31<sup>st</sup> day of July, 1998, the following plan of merger was approved and *adopted* by the shareholders of each of the undersigned corporations in the matter prescribed by the Florida Business Corporation Act:

**PLAN OF MERGER**

Date: July 31, 1998

Parties: First Coast First Aid, Inc., d/b/a Mr. First Aid, a Florida corporation  
(Merging Corporation)

into

Cintas Executive Services, Inc., a Nevada corporation  
(Surviving Corporation)

**SECTION 1. MERGER**

On the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporation shall be a single corporation which shall be the Surviving Corporation. The title to all property owned by the Merging Corporation and the Surviving

Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

## SECTION 2. SHAREHOLDER APPROVAL

The Merging Corporation and the Surviving Corporation has each submitted this Plan of Merger to its shareholders and obtained unanimous approval in accordance with the Florida Business Corporation Act and the Nevada Business Corporation Act.

## SECTION 3. EFFECTIVE DATE AND CLOSING

3.1 Effective Date. The merger of the Merging Corporation and the Surviving Corporation shall be effective (Effective Date) upon the filing of the Articles of Merger and this Plan of Merger, in accordance with the Florida Business Corporation Act and the Nevada Business Corporation Act.

3.2 Closing. The closing of this merger shall take place on July 31, 1998 via the use of overnight deliveries, or at such other time, place or date as may be agreed upon by the Surviving Corporation and the Merging Corporation. At the time of the closing, the Surviving Corporation and the Merging Corporation shall cause the Articles of Merger, including this Plan of Merger, to be filed with the Florida Secretary of State and the Nevada Secretary of State.

## SECTION 4. SHARES OF STOCK

4.1 Exchange of Shares. On the Effective Date, the Surviving Corporation, upon the receipt of properly endorsed stock certificates representing the outstanding shares of common stock of the Merging Corporation, shall issue to the shareholders of the Merging Corporation shares of common stock in Surviving Corporation's parent company, Cintas Corporation, a Washington corporation, with an agreed upon fair market value of \$475,000.00 subject to adjustment as the parties hereto may agree.

4.2 Conversion of Shares. Upon the effectiveness of the Merger, by virtue of the Merger and without any action on the part of the Merging Corporation or the Surviving Corporation, the outstanding shares of

the Merging Corporation shall be converted into shares of Cintas Corporation common stock, in an amount set forth above. All outstanding shares of the Merging Corporation will be extinguished in the Merger.

4.3 Continuation of Shares. Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date shall continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger.

## SECTION 5. CORPORATION INCIDENTS

5.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.

5.2 By-laws. The By-laws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the By-laws of the Surviving Corporation following this merger.

5.3 Board of Directors and Officers. The Board of Directors of the Surviving Corporation following this merger shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following this merger shall be the persons who are the officers of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office at the pleasure of the Board of Directors of the Surviving Corporation.

## SECTION 6. INTENT

It is the intent of the parties that the Merger contemplated by this agreement shall constitute a pooling of interests for accounting purposes, and under the Florida Business Corporation Act and the Nevada Business Corporation Act and qualify as a tax-free corporate reorganization within the meaning of Internal Revenue Code Sections 368(a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986.

3. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of the shares of each class entitled to vote as a class, are as follows:

<u>Name of Corporation:</u>	<u>Total Number of Shares Outstanding:</u>	<u>Designation of Class:</u>	<u>Number of Shares:</u>
First Class First Aid, Inc.	500	Common	500
Cintas Executive Services, Inc.	200	Common	200

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
First Coast First Aid, Inc.	500	- 0 -	Common	500	- 0 -
Cintas Executive Services, Inc.	200	- 0 -	Common	200	- 0 -

Dated this 31<sup>st</sup> day of July, 1998.

FIRST COAST FIRST AID, INC.

By:

Its: William Perry  
President

## CINTAS EXECUTIVE SERVICES, INC.

By: *Robert E. Coletti*Its: Assistant Secretary  
ROBERT E. COLETTISTATE OF FLORIDA )  
COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of August, 1998, by A. William Scott as President for **FIRST COAST FIRST AID, INC.**,  
 Type of authority (officer, trustee, etc.) Name of party on behalf of party exe.  
 who is personally known to me ☒ OR produced \_\_\_\_\_  
 \_\_\_\_\_ as identification.

*Carol Anne M. Hallam*Notary Public, State of Florida at Large  
My Commission Expires:  
Seal or Stamp:CAROL ANNE M. HALLAM  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires April 21, 2000  
Commission No. CC 548884STATE OF OHIO )  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of AUGUST, 1998, by ROBERT E. COLETTI as ASSISTANT SECRETARY for **CINTAS EXECUTIVE SERVICES, INC.**,  
 Type of authority (officer, trustee, etc.) Name of party on behalf of party exe.  
 who is personally known to me ☒ OR produced \_\_\_\_\_  
 \_\_\_\_\_ as identification

*Stephen M. Sager*Notary Public, State of \_\_\_\_\_  
My Commission Expires:  
Seal or Stamp:STEPHEN M. SAGER, Attorney at Law  
NOTARY PUBLIC - STATE OF OHIO  
My commission has no expiration  
date, Section 147.03 O.R.C.

## PLAN OF MERGER

DATE: July 31, 1998

PARTIES: First Coast First Aid, Inc. d/b/a Mr. First Aid, a Florida corporation  
6110-9 Powers Avenue  
Jacksonville, Florida 32217  
(Merging Corporation)

into

Cintas Executive Services, Inc., a Nevada corporation  
6800 Cintas Boulevard  
Mason, Ohio 45040  
(Surviving Corporation)

### SECTION 1. MERGER

On the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporation shall be a single corporation which shall be the Surviving Corporation. The title to all property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

### SECTION 2. SHAREHOLDER APPROVAL

The Merging Corporation and the Surviving Corporation has each submitted this Plan of Merger to its shareholders and obtained unanimous approval in accordance with the Florida 1989 Business Corporation Act and the Nevada Business Corporation Act.

### SECTION 3. EFFECTIVE DATE AND CLOSING

3.1 Effective Date. The merger of the Merging Corporation and the Surviving Corporation shall be effective (Effective Date) upon the filing of the Articles of Merger and this Plan of Merger, in accordance with the Florida 1989 Business Corporation Act and the Nevada Business Corporation Act.

3.2 Closing. The closing of this merger shall take place on July 31, 1998 via the use of overnight deliveries, or at such other time, place or date as may be agreed upon by the Surviving Corporation and the Merging Corporation. At the time of the closing the Surviving Corporation and



the Merging Corporation shall cause the Articles of Merger and this Plan of Merger to be filed with the Florida Secretary of State and the Nevada Secretary of State.

#### SECTION 4. SHARES OF STOCK

4.1 Exchange of Shares. On the Effective Date, the Surviving Corporation, upon the receipt of properly endorsed stock certificates representing the outstanding shares of common stock of the Merging Corporation, shall issue to the shareholders of the Merging Corporation shares of common stock in Surviving Corporation's parent company, Cintas Corporation, a Washington corporation, with an agreed upon fair market value of \$475,000 subject to adjustment as the parties hereto may agree.

4.2 Conversion of Shares. Upon the effectiveness of the Merger, by virtue of the Merger and without any further action on the part of the Merging Corporation or the Surviving Corporation, the outstanding shares of the Merging Corporation shall be converted into shares of Cintas Corporation common stock, in an amount set forth above. All outstanding shares of the Merging Corporation will be extinguished in the Merger.

4.3 Continuation of Shares. Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date shall continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger.

#### SECTION 5. CORPORATION INCIDENTS

5.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.


5.2 By-laws. The By-laws of the Surviving Corporation, as in effect immediately prior to the Effective date, shall be the By-laws of the Surviving Corporation following this merger.

5.3 Board of Directors and Officers. The Board of Directors of the Surviving Corporation following this merger shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following this merger shall be the persons who are the officers of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office at the pleasure of the Board of Directors of the Surviving Corporation.


## SECTION 6. INTENT

It is the intent of the parties that the Merger contemplated by this agreement shall constitute a pooling of interests for accounting purposes, and under the Florida 1989 Business Corporation Act and the Nevada Business Corporation Act and qualify as a tax-free corporate reorganization within the meaning of Internal Revenue Code Sections 368(a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended.

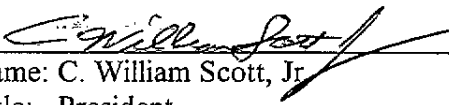
CINTAS EXECUTIVE SERVICES, INC.

By:   
Name: Scott D. Farmer  
Title: President

CINTAS CORPORATION

By:   
Name: Scott D. Farmer  
Title: President

FIRST COAST FIRST AID, INC. d/b/a MR.  
FIRST AID

By:   
Name: C. William Scott, Jr.  
Title: President