

1539454

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

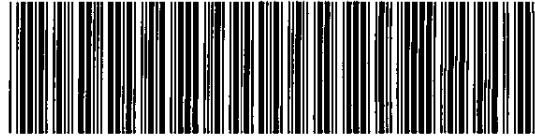
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

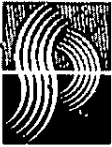


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FILED
2008 APR 17 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
Revis
4-23-08



SP AMERICAN UTILITIES INC.

April 16, 2008

Florida Dept of State
Division of Corporations – Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: American Utilities Inc. - Merging Florida Corporation with Washington Corporation

Dear Sir/Madam:

I am submitting the Articles of Merger and Plan of Merger for American Utilities Inc., a Florida corporation. The surviving corporation will be SP American Utilities Inc., a Washington corporation.

Enclosed is the filing fee of \$70.00, for the two entities merging, as well as a pre-paid FedEx envelope. Upon completion of filing, please mail me a filed copy in the envelope provided.

If you have any questions, please contact me directly at 206-926-6154.

Sincerely,

Norita Lal-Khara
Corporate Paralegal

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SP American Utilities Inc.
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Norita Lal-Khara
(Contact Person)

Security Properties
(Firm/Company)

1201 Third Ave, Suite 5400
(Address)

Seattle, WA 98101
(City, State and Zip Code)

For further information concerning this matter, please call:

Norita Lal-Khara at (206) 622-9900
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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)
SP American Utilities Inc.	WA	602-823-096

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

<u>Name:</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
American Utilities Inc.	Florida	K39454
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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.)

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 4/15/08 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 4/15/08 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
2008 APR 17 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleAmerican Utilities Inc.Robert M. Krokower, TreasurerSP American Utilities Inc.Robert M. Krokower, Incorporator

PLAN OF MERGER

(Non Subsidiaries)

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 name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>SP American Utilities Inc.</u>	<u>Washington</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>SP American Utilities Inc.</u>	<u>Washington</u>
<u>American Utilities Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

The merging entities shall adopt the Articles of Incorporation of the surviving corporation.

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:

Upon the effective date, each common share, par value of \$1.00 per share, of American Utilities Inc. then issued and outstanding shall, by virtue of this merger and without any further action on the part of the holder thereof, continue as one (1) common share of the surviving corporation.

(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:

n/a

OR

Restated articles are attached:

n/a

Other provisions relating to the merger are as follows:

n/a

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleAmerican Utilities Inc.Robert M. Krokower, TreasurerSP American Utilities Inc.Robert M. Krokower, Incorporator