

1/14/2014 15:11:07 From: To: 8506176880

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To: Division of Corporations  
Fax Number : (850) 617-6380

**\*RE-SUBMIT\***

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

Please retain original filing  
date of submission 1/10/14

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE  
UNDERGROUND IMAGING TECHNOLOGIES LLC**

Certificate of Status	0
Certified Copy	0
Page Count	078
Estimated Charge	\$50.00

*Merger*

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
14 JAN 10 AM 11:29

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L11000008595



January 14, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

UNDERGROUND IMAGING TECHNOLOGIES, LLC

1201 W AMELIA STREET  
ORLANDO, FL 32805US

SUBJECT: UNDERGROUND IMAGING TECHNOLOGIES, LLC

REF: L11000008595

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filings its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina D Carter  
Regulatory Specialist

FAX Aud. #: H14000008037  
Letter Number: 914A00000904

RECEIVED

14 JAN 14 PM 3:39

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**\*RE-SUBMIT\***

Please retain original filing  
date of submission 1/10/14

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Underground Imaging Technologies LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

**Jodie Catton**

Contact Person

**Caterpillar Inc.**

Firm/Company

**100 NE Adams St**

Address

**Peoria, IL 61571**

City, State and Zip Code

**Catton\_Jodie\_M@cat.com**

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

For further information concerning this matter, please call:

**Jodie Catton** at **(309)** **675-5120**

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

1/14/2014 15:11:07 From: To: 8506176380

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

14 JAN 10 AM 11:29

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Underground Imaging Technologies, LLC	Florida	Limited Liability Company
Underground Imaging Technologies LLC	Delaware	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Underground Imaging Technologies LLC	Delaware	Limited Liability Company

**THIRD:** The merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** Please check one of the boxes that apply to surviving entity:

This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

This entity is created by the merger and is a domestic filing entity, the public organic record is attached.

This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:



308 Wolf Road

Latham, New York 12110 (United States)

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Underground Imaging Technologies, LLC		DEBORAH OSTERHOUT
Underground Imaging Technologies LLC		DEBORAH OSTERHOUT

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

**Fees:**

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00
Certified Copy (optional):	\$30.00

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**UNDERGROUND IMAGING TECHNOLOGIES, LLC,**  
a Florida company  
**WITH AND INTO**  
**UNDERGROUND IMAGING TECHNOLOGIES LLC,**  
a Delaware company

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This Agreement and Plan of Merger (this "Agreement") sets forth the terms of the merger (the "Merger") of Underground Imaging Technologies, LLC, a Florida limited liability company (the "Merging Entity"), with and into Underground Imaging Technologies LLC, a Delaware limited liability company (the "UIT Delaware" and, together with Merging Entity, the "Merging Companies"), pursuant to the provisions of the Florida Limited Liability Act and the Delaware Limited Liability Company Act.

**WITNESSETH:**

WHEREAS, Merging Entity was erroneously formed in Florida on January 15, 2011;

WHEREAS, the Merging Companies corporations desire to effectuate the Merger in order to, among other things, simplify their business procedures, record keeping and administrative structure and to eliminate duplicative functions.

WHEREAS, Caterpillar Inc., a Delaware company ("Caterpillar"), owns eighty percent (80%) of UIT Delaware;

WHEREAS, UIT Joint Venture LLC ("UIT JV") owns twenty percent (20%) of UIT Delaware;

WHEREAS, the UIT Delaware owns 100% of the membership interests in the Merging Entity;

WHEREAS, Caterpillar and UIT JV, by written consents, have duly adopted and approved this Agreement on behalf of UIT Delaware and UIT Delaware, as the sole member of the Merging Entity, has adopted and approved this Agreement on behalf of the Merging Entity;

NOW THEREFORE, in consideration of the premises, the parties hereto do hereby agree as follows:

**ARTICLE I**

**MERGER TERMS AND CONDITIONS**

**1.01 The Merger.** In accordance with the terms and provisions of the Agreement and Plan of Merger and the laws under which each of the Merging Entity and UIT Delaware were organized,

or by which they are governed, and by their certificates of formation or other organizational documents, at the Effective Time (as hereinafter defined) the Merging Entity shall be merged with and into the UIT Delaware, whereupon the separate existence of the Merging Entity shall cease and the Surviving Entity shall continue as the surviving (the "Surviving Entity").

1.02 Terms of the Merger. At the Effective Time, automatically by virtue of the Merger and without any action on the part of any party or other person, all membership interests of the Merging Entity prior to the Effective Time shall be canceled and retired without payment of any consideration thereof, and shall cease to exist.

1.03 Effect of Merger; Rights. The Surviving Entity shall succeed to the property and assets of and exercise all the powers, privileges and franchises of the Merging Companies and shall assume and be liable for all of the debts and liabilities, if any, of the Merging Companies.

1.04 Name and Address. The name and address of the Surviving Entity is as follows:

Underground Imaging Technologies LLC  
19 British American Boulevard  
West Latham, New York 12110 (United States)

1.05 State of Organization. The state of organization of the Surviving Entity shall be and remain the State of Delaware.

1.06 Board of Representatives and Officers. The initial Members of the Board of Representatives and Officers of the Surviving Entity shall be and remain the Members of the Board of Representatives and Officers of UIT Delaware immediately prior to the Effective Time.

## ARTICLE II

### CERTIFICATE OF FORMATION AND ARTICLES OF MERGER

The Certificate of Formation and Limited Liability Company Agreement of the Surviving Entity shall be and remain the Certificate of Formation and Limited Liability Company Agreement of UIT Delaware as in effect immediately prior to the Effective Time.

## ARTICLE III

### EFFECTIVE TIME OF THE MERGER

As used in this Agreement and Plan of Merger, the term "Effective Time" shall mean the time of filing with the Office of the Delaware Secretary of State of the Certificate of Merger with respect to the Merger.

## ARTICLE V

### MISCELLANEOUS

5.01 Termination. This Agreement may be terminated and the Merger abandoned at any time

not later than the Effective Time by the mutual consent of the Merging Companies, evidenced by appropriate written resolutions adopted by the member of the Merging Entity and the members of UIT Delaware.

5.02 Amendment of Agreement. At any time prior to the Effective Time, the parties hereto may, by a written agreement approved by the member of the Merging Entity and by the members of UIT Delaware (i) extend the time for the performance of any of the obligations or other acts of the parties hereto, or (ii) waive compliance with any of the covenants or agreements contained in the Agreement and Plan of Merger. The Agreement and Plan of Merger shall not be altered or otherwise amended except pursuant to an instrument in writing executed and delivered on behalf of each of the parties hereto.

5.04 Counterparts. The Agreement may be executed in any number of counterparts, each of which shall be an original, but each counterpart together shall constitute but one and the same instrument.


5.05 Integration. It is expressly agreed that the Agreement embodies the entire agreement of the parties with respect to the subject matter hereof and that no understanding or agreement, oral or written, in relation thereto exists between the parties except as herein expressly set forth.

IN WITNESS WHEREOF, this Agreement has been duly executed on behalf of the parties hereto as of the date first above written.

**UNDERGROUND IMAGING TECHNOLOGIES LLC,**  
a Delaware company

By:   
Name: Mark Wallborn  
Title: President

**UNDERGROUND IMAGING TECHNOLOGIES, LLC,**  
a Florida company

By:   
Name: Mark Wallborn  
Title: Chief Executive Officer