

Document Number

L98000002021

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

700002661837-4
-10/12/98-01112-007
****192.50 ****192.50

Flomet, Inc. merging into:

Flomet, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 PM 3:55

☐ Profit
☐ NonProfit

☐ Amendment

☒ Merger

☐ 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-3 Filing

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

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TALLAHASSEE
FLORIDA

Name Availability
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CF 87.50
CERT 105.00

10/9/98

BK 10/9/98

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FLOMET, INC., a Delaware corporation

INTO

FLOMET LLC, a Florida entity, L98000002021.

File date: October 9, 1998

Corporate Specialist: Buck Kohr

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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October 9, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: FLOMET LLC
Ref. Number: L98000002021

We have received your document for FLOMET LLC and check(s) totaling \$175.00. However, your check(s) and document are being returned for the following:

Please note that we have RETURNED your \$175.00 payment.

There is a total of \$192.50 required to file this merger.

We charge \$35.00 for the corporation, \$52.50 for the LLC, and \$105.00 for the two certified copies.

ALSO, please note that the MERGER DOCUMENTS must list the NAME and ADDRESS of the MANAGER of the surviving LLC.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 898A00050423

Buck,

Please backdate. Thank you!

(call w/any questions/problems) [Signature]

ARTICLES
OF
MERGER
OF
FLOMET, INC.,
a Delaware corporation
WITH AND INTO
FLOMET LLC,
a Florida limited liability company

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Pursuant to the Delaware General Corporation Law and the Florida Limited Liability Company Act, FLOMET, INC., a Delaware corporation (the "Target"), and FLOMET LLC, a Florida limited liability company (the "Company"), hereby certify the following for the purpose of effecting the merger of the Target with and into the Company:

FIRST: The agreement and plan of merger (the "Plan"), which has been approved, adopted, certified, executed and acknowledged by the Company, the members of the Company, the Target and the stockholders of the Target (collectively, the "Stockholders"), pursuant to the applicable provisions of Section 264 of the Delaware General Corporation Law and Chapter 608 of the Florida Statutes, is as follows:

(1) On the Effective Time (as hereinafter defined), the Target shall be merged with and into the Company, and the Company shall be the surviving company of the Merger. The Company is hereinafter sometimes referred to as the "Surviving Company."

(2) The terms and conditions of the Merger are as follows:

(A) The Surviving Company shall continue the limited liability company existence of the Company under the laws of the State of Florida, and the Surviving Company shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Company shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either party to the Merger may be prosecuted as if such Merger had not taken

place, or the Surviving Company may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(B) The Articles of Organization of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Company until thereafter amended as provided by law.

(C) The Regulations and Operating Agreement of the Company, as in effect immediately prior to the Effective Time, shall be the Regulations and Operating Agreement of the Surviving Company until thereafter amended as provided by law.

(D) The managers and officers of the Company immediately prior to the Effective Time shall be the managers and officers of the Surviving Company until their successors are duly elected and qualified. Arland Clayton, sole manager of the Company, who's address is 870 Flightline Boulevard, Deland, Florida 32784.

(3) The manner of converting or exchanging the shares of the Target shall be as follows:

(A) Each share of capital stock of the Target issued and outstanding immediately prior to the Effective Time ("Target Shares") shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist, and consideration shall be given or issued in exchange therefor in the form of (i) cash payments to the Cash Stockholders (as such term is defined in the Plan) in amounts equal to each such Cash Stockholder's Proportionate Share of Net Cash Consideration (as such terms are defined in the Plan), and (ii) Shares (as such term is defined in the Operating Agreement of the Company) of the Company ("Company Shares") to the Member Stockholders (as such term is defined in the Plan), as provided in the Plan.

(B) At the Effective Time, each certificate previously representing Target Shares shall be canceled and null and void, and a new certificate representing Company Shares shall be issued in the appropriate amount to the holder thereof where applicable.

(4) The Merger shall become effective upon the date and time (the "Effective Time") which is the later of (i) the filing of the Certificate of Merger with the Secretary of State of the State of Delaware, or (ii) the filing of these Articles of Merger with the Secretary of State of the State of Florida.

SECOND: Pursuant to the applicable provisions of the Delaware General Corporation Law, the board of directors and Stockholders of the Target approved the Merger by unanimous written consents dated as of September 30, 1998.

THIRD: Pursuant to the applicable provisions of Chapter 608 of the Florida Statutes, the sole manager of the Company approved the Merger on behalf of the Company by a unanimous written consent dated September 30, 1998, and the members approved the Merger by execution of the Operating Agreement of the Company dated September 30, 1998.

FOURTH: The Merger is permitted under the Delaware General Corporation Law and the Florida Limited Liability Company Act and is not prohibited by the Articles of Organization, Regulations or Operating Agreement of the Company.

FIFTH: The executed Plan shall be on file at the principal place of business of the Surviving Company located at 810 Flightline Blvd., Deland, Florida 32784.

SIXTH: The Surviving Company upon written request and without cost, shall furnish a copy of the Plan to any Stockholder or any member of the Company.

SEVENTH: Pursuant to Section 264 of the Delaware General Corporation Law, the Surviving Company hereby agrees and consents that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of the Target or for the enforcement of any obligation of the Surviving Company arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders of the Target as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and directs that a copy of such process be mailed by said Secretary of State to the Surviving Company at 810 Flightline Blvd., Deland, Florida 32784.

IN WITNESS WHEREOF, the Target and the Company have caused these Articles of Merger to be executed as of the 6th day of October, 1998.

FLOMET, INC., a Delaware corporation

By: *Arlan Clayton*
Arlan Clayton
President

FLOMET LLC, a Florida limited liability company

By: *Arlan Clayton*
* Arlan Clayton
Member, Manager and President

* Sole Manager

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DIVISION OF CORPORATIONS
OCT -9 PH 3:55