

Division of Corporations

Page 1

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**MERGER OR SHARE EXCHANGE**

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3/28/2008

**EXAMINER**

**AGREEMENT AND PLAN OF MERGER  
OF****PEADEN MECHANICAL, INC.,**  
a Florida corporation,

647482

with and into

**PMI MERGER CO., LLC,**  
a Delaware limited liability company

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This Agreement and Plan of Merger (this "Agreement"), dated March 28, 2008, is made by and between Peaden Mechanical, Inc., a Florida corporation ("CORP"), and PMI Merger Co., LLC, a Delaware limited liability company ("LLC") (collectively, CORP and LLC are referred to as the "Constituent Entities").

**RECITALS**

A. CORP is a corporation organized and existing under the laws of the State of Florida, and as of the date hereof, seventy eight (78) shares of the common stock of CORP are issued and outstanding.

B. LLC is a limited liability company organized and existing under the laws of the State of Delaware, and as of the date hereof, the sole shareholder of CORP is the sole member of LLC.

C. The board of directors and sole shareholder of CORP have determined that it is advisable and in the best interests of CORP that it merge with and into LLC upon the terms and conditions herein provided.

D. The sole manager and sole member of LLC has determined that it is advisable and in the best interests of LLC that CORP be merged with and into it upon the terms and conditions herein provided.

E. The board of directors and sole shareholder of CORP and the sole manager and sole member of LLC have approved this Agreement and deem it advisable to consummate the transactions provided for herein pursuant to which CORP will merge with and into LLC.

**AGREEMENT**

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, CORP and LLC hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

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## ARTICLE I

THE MERGER

**Section 1.1 Merger.** In accordance with the provisions of this Agreement, the Florida Business Corporation Act ("FBCA") and the Delaware Limited Liability Company Act ("DLLCA"), CORP shall be merged with and into LLC (the "Merger"), and LLC shall be the surviving entity (the "Surviving Company"). On the Effective Date (as hereinafter defined), the name of the Surviving Company shall become "Peaden Mechanical, LLC." Its address shall be 620 West Baldwin Road, Panama City, Florida 32405.

**Section 1.2 Filing and Effectiveness.** The Merger shall become effective at 12:01 am, EST, on March 31, 2008, provided, however, the Merger shall become effective solely for accounting purposes on 12:01, EST, on January, 1, 2008 (the "Effective Date") following completion of the following actions:

(a) this Agreement and the Merger shall have been adopted and approved by the sole shareholder of CORP and the sole member of LLC in accordance with the requirements of the FBCA and the DLLCA, respectively;

(b) all of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) appropriate Articles of Merger meeting the requirements of Section 607-1109 of the FBCA shall have been filed with the Department of State of the State of Florida; and

(d) an appropriate Certificate of Merger meeting the requirements of Section 18-209 of the DLLCA shall have been filed with the Secretary of State of the State of Delaware.

**Section 1.3 Effect of the Merger.** On the Effective Date, the separate existence of CORP shall cease, and LLC, as the Surviving Company, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date; (ii) shall be subject to all actions previously taken by its manager and CORP's board of directors; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of CORP; (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date; and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of CORP in the same manner as if LLC had itself incurred them, all as more fully provided under the applicable provisions of the DLLCA.

## ARTICLE II

ORGANIZATIONAL DOCUMENTS, MANAGERS AND OFFICERS

**Section 2.1 Certificate of Formation.** The Certificate of Formation of LLC as in effect immediately prior to the Effective Date shall be the Certificate of Formation of the

Surviving Company, except the First Paragraph of the Certificate of Formation shall be amended in its entirety to read as follows:

FIRST. The name of the limited liability company formed hereunder is Peaden Mechanical, LLC.

The Certificate of Formation, as amended, shall remain the Certificate of Formation of LLC until the same shall be altered, amended and repealed as therein provided.

Section 2.2 Operating Agreement. The Operating Agreement of LLC as in effect immediately prior to the Effective Date shall be and remain the Operating Agreement of LLC.

Section 2.3 Managers and Officers.

(a) Upon the Effective Date, the manager of the Surviving Company shall be Ambient Air Corporation, and such manager shall serve for such term of office as is in accordance with the Operating Agreement of the Surviving Company. The business address of such manager is 620 West Baldwin Road, Panama City, Florida 32405.

(b) Upon the Effective Date, Michael Peaden shall serve as President, Kevin Dean shall serve as Vice President, Chief Financial Officer and Secretary, and H. Clint Daws, II shall serve as Assistant Secretary of the Surviving Company and each shall serve in such capacities until his successors have been duly elected and qualified, or until his earlier death, resignation or removal.

### ARTICLE III

#### MANNER OF CONVERSION OF SHARES

Section 3.1 Exchange of CORP Shares. Upon the Effective Date, all of the shares of common stock of CORP., issued and outstanding immediately prior thereto, shall be exchanged for a one hundred percent membership interest in LLC by virtue of the Merger, such that immediately following the Effective Date, the sole shareholder of CORP shall hold a one hundred percent membership interest in LLC. Upon the Effective Date, each share of common stock of CORP, issued and outstanding immediately prior thereto, shall be canceled by virtue of the Merger and without any action by the Constituent Entities, the holder of such shares or any other person.

**ARTICLE IV****GENERAL PROVISIONS**

**Section 4.1 Further Assurances.** From time to time, as and when required by LLC or by its successors or assigns, there shall be executed and delivered on behalf of CORP such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by LLC the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of CORP and otherwise to carry out the purposes of this Agreement, and the officers and directors of CORP are fully authorized in the name and on behalf of CORP or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

**Section 4.2 Abandonment.** At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the board of directors of CORP or the sole manager of LLC, notwithstanding the approval of this Agreement by the shareholders of CORP or the sole member of LLC, or by both.

**Section 4.3 Registered Office.** The registered office of the Surviving Company in the State of Florida is located at 620 West Baldwin Road, Panama City, Florida 32405.

**Section 4.4 Agreement.** Executed copies of this Agreement will be on file at the principal place of business of the Surviving Company at its registered office, and copies thereof will be furnished to any shareholder or member, as the case may be, of either Constituent Entities, upon request and without cost.

**Section 4.5 Governing Law.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.

**Section 4.6 Counterparts.** In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

(Signature page follows)

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IN WITNESS WHEREOF, each of the undersigned corporations has caused this Agreement to be executed by its duly authorized officer as of the 28<sup>th</sup> day of March, 2008.

**PEADEN MECHANICAL, INC.,**  
a Florida corporation

By: [Signature]  
Michael W. Rohrer  
Its: Chairman

**PMI MERGER CO., LLC,**  
a Delaware limited liability company

By: Ambient Air Corporation, Manager

By: [Signature]  
Michael W. Rohrer  
Its: President and Chief Executive Officer

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[Signature Page of PMI Agreement and Plan of Merger]

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**ARTICLES OF MERGER**  
**OF**  
**PEADEN MECHANICAL, INC.**  
**a Florida corporation,**  
  
**with and into**  
  
**PMI MERGER CO., LLC**  
**a Delaware limited liability company**

Pursuant to Section 607.1109 of the Florida Business Corporation Act ("FBCA"), it is hereby certified, on behalf of each of the constituent entities herein named as follows:

I.

The names of each of the constituent entities to the merger are Peaden Mechanical, Inc., a corporation organized and existing under the laws of the State of Florida ("CORP"), and PMI Merger Co., LLC, a limited liability company organized and existing under the laws of the State of Delaware ("LLC").

II.

CORP shall merge with and into LLC (the "Merger"), and LLC will be the surviving entity (the "Surviving Company").

III.

Upon the effectiveness of the Merger, the certificate of formation of LLC in effect immediately prior to the filing of these Articles of Merger, as amended pursuant to the Agreement and Plan of Merger, shall be the certificate of formation of the Surviving Company, except that the First Paragraph of such Certificate of Formation shall be amended in its entirety to read as follows:

"FIRST. The name of the limited liability company formed hereunder is Peaden Mechanical, LLC."

IV.

That the name of the surviving entity of the merger is PMI Merger Co., LLC, a Delaware limited liability company.

V.

An executed copy of the Agreement and Plan of Merger is attached hereto as Exhibit A to

These Articles.

VI.

Pursuant to Section 607-1103 of the FBCA, approval of the Merger was obtained from the board of directors and sole shareholder of CORP.

VII.

Pursuant to Section 18-209(b) of the Delaware Limited Liability Company Act, approval of the Merger was obtained from the manager and sole member of LLC.

VIII.

The LLC survives the merger and may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the surviving entity arising from the merger, including any suit or other proceeding to enforce the right of any dissenting shareholder of CORP pursuant to the provisions of the FBCA, and it does hereby irrevocably appoint the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Florida is the LLC's principal office at 620 West Baldwin Road, Panama City, Florida 32405 until the LLC shall have hereafter designated in writing to the said Secretary of State of Florida a different address for such purpose. Further, the LLC, as the surviving entity, has agreed to promptly pay to the any dissenting shareholders of CORP the amount, if any, such dissenting shareholder is entitled under Section 607.1302 of the FBCA.

IX.

These Articles of Merger shall become effective at 12:01am, EST, on March 31, 2008 after filing with the Secretary of State of the State of Florida; provided, however, for accounting purposes only shall be effective as of 12:01 am EST on January 1, 2008.

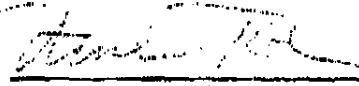
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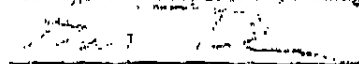


15<sup>th</sup> The undersigned have caused these Articles of Merger to be executed as of this day of March, 2008.

**PEADEN MECHANICAL, INC.,**  
a Florida corporation

By:   
Michael W. Rohrer  
Its: Chairman

**PMI MERGER CO., LLC.**  
a Delaware limited liability company

By: Ambient Air Corporation, Manager  
By:   
Michael W. Rohrer  
Its: President and Chief Executive Officer

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[Signature Page for PMI Articles of Merger-FLA]

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PAGE 20/20

Exhibit A - Agreement and Plan of Merger

(See Attached)

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