

M 11000004286

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

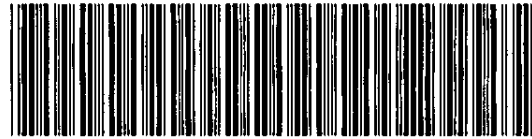
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200251002542

09/16/13--01001--009 \*\*25.00

08/30/13--01019--006 \*\*25.00

FILED  
13 SEP 11 PM 2:57  
SECRETARY OF STATE  
TREASURY

Cert. of  
merger  
09-13-13  
DC

Darlene:

09/09/2013

Per our telephone conversation, attached is a check for \$25.00 for filing fees in connection with the merger of FiberTEK Insulation, LLC into Owens Corning Insulating Systems, LLC.

Amanda Church

**OWENS CORNING**  
ONE OWENS CORNING PARKWAY  
TOLEDO, OH 43659

**AMANDA M. CHURCH**  
SENIOR PARALEGAL  
GOVERNANCE & SECURITIES

419.248.5535  
FAX: 419.325.0535  
amanda.church@owenscorning.com  
www.owenscorning.com



INNOVATIONS FOR LIVING®

RECEIVED  
13 SEP 11 PM 1:44  
OWENS CORNING  
TOLEDO, OH 43659

Owens Corning WHQ  
One Owens Corning Parkway  
Toledo, Ohio 43659



August 30, 2013

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

Re: FiberTEK Insulation, LLC  
Florida entity L04000031692

To Whom It May Concern:

Enclosed for processing is an executed Certificate of Merger for Florida Limited Liability Company in connection with the merger of FiberTEK Insulation, LLC, a Florida limited liability company into Owens Corning Insulating Systems, LLC, a Delaware limited liability company. Also, enclosed is a check in the amount of \$25.00 for the filing fee.

Should additional information be required to process this request, please contact me at 419-248-5535.

Kind regards,

A handwritten signature in black ink that reads "Amanda Church". The signature is written in a cursive, flowing style.

Amanda Church  
Senior Corporate Governance and Securities Paralegal  
Owens Corning  
419.248.5535  
419.248.7044 (fax)  
amanda.church@owenscorning.com

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Owens Corning Insulating Systems, 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:

Amanda Church, Law Department

Contact Person

Owens Corning

Firm/Company

One Owens Corning Parkway

Address

Toledo, OH 43659

City, State and Zip Code

Amanda.church@owenscorning.com

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

For further information concerning this matter, please call:

Amanda Church

at

(419)

248-5535

Name of Contact Person

Area Code and 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

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

FILED  
13 SEP 11 AM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
FiberTEK Insulation, LLC	Florida	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>
Owens Corning Insulating Systems, LLC	Delaware	limited liability company
_____	_____	_____

**THIRD:** The attached plan of 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, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

N/A

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

One Owens Corning Parkway

Toledo, OH 43659

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

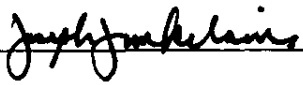
Mailing address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Joseph J. Mikelonis		Vice President
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 a member or authorized representative

<b><u>Fees:</u></b> 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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## PLAN OF MERGER

**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>
FiberTEK Insulation, LLC	Florida	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>
Owens Corning Insulating Systems, LLC	Delaware	limited liability company

**THIRD:** The terms and conditions of the merger are as follows:

See attached Agreement and Plan of Merger

*(Attach additional sheet if necessary)*



**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger

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*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached Agreement and Plan of Merger

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*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

See attached Agreement and Plan of Merger

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*(Attach additional sheet if necessary)*

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger ("Agreement") is made and entered into on the 30<sup>th</sup> day of August, 2013, to be effective as of 11:59 p.m. New York time on August 30, 2013 (the "Effective Time") by and between Owens Corning Insulating Systems, LLC, a Delaware limited liability company ("Survivor"), FiberTEK Insulation LLC, a Florida limited liability company, and FiberTEK Insulation West LLC, a Utah limited liability company (collectively, the "Merged Entities"). In consideration of the covenants and conditions contained herein and for other good and valuable consideration, the parties, intending to be legally bound, agree as follows:

1. **Background and Purpose.** Owens Corning, a Delaware corporation, has determined that it is in its best interest and the best interest of its stockholders to consolidate certain direct and indirect subsidiaries.
2. **The Merger.** Upon the terms and subject to the satisfaction of the conditions precedent contained in this Agreement, at the Effective Time, the Merged Entities shall be merged (the "Merger") with and into Survivor, and the Merger shall be a tax free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. Upon the Merger, Survivor shall be the surviving company. The existence of Survivor shall continue unaffected by the Merger, and the existence of the Merged Entities shall cease and thereupon Survivor and the Merged Entities shall become a single limited liability company.
3. **Equity Interests.** At the Effective Time, the rights of the respective equity holders of the Merged Entities shall be terminated, and all certificates, if any, shall be deemed to be canceled, extinguished, and of no further force and effect, and the equity interests of Survivor shall continue in full force and effect.
4. **Name and Registered Agent.** The name of the surviving company shall be "Owens Corning Insulating Systems, LLC", which shall be a Delaware limited liability company the "Surviving Company"). On and after the Effective Time, the registered agent of the Survivor shall be the registered agent of the Surviving Company.
5. **Principal Office.** The location of the principal office of the Surviving Company shall be One Owens Corning Parkway, Toledo, Ohio 43604.
6. **Certificate of Formation.** At the Effective Time, the Certificate of Formation of Survivor shall be the Certificate of Formation of the Surviving Company.
7. **Operating Agreement.** At the Effective Time, the Operating Agreement of Survivor shall be the Operating Agreement of the Surviving Company.
8. **Board of Managers.** On and after the Effective Time, the members of the Board of Managers of the Surviving Company shall be the current Board of Managers of Survivor, who shall hold their positions until their successors are elected by the Surviving Company's equity holders or until their earlier resignation, removal from office, or death.
9. **Officers.** On and after the Effective Time, the officers of the Surviving Company shall be the current officers of Survivor, who shall hold their respective offices until their successors are elected by the Surviving Company's Board of Managers, or until their earlier resignation, removal from office or death.

10. **Submission to Equity Holders.** This Agreement has been submitted and approved by the respective equity holders, directors and members of the Merged Entities and Survivor in conformity with the laws of the State of Delaware as of the date of execution set forth above. The duly authorized officers of each of the constituent companies are executing this Agreement as of the date of execution set forth above.

11. **Certificate of Merger.** Following the approval and execution of this Agreement, a Certificate of Merger shall be executed for each entity by an authorized officer of the Surviving Company and shall be filed with the Secretary of State of Delaware, as required by the respective laws of the State of Delaware. For purposes of this Section 11, an "authorized officer" shall mean each of the following officers, acting individually: John W. Christy, President and Secretary; Joseph J. Mikelonis, Vice President; Jonathan Lyons, Treasurer and Jeffrey S. Wilke, Assistant Secretary, and Gregory LaMastus, Assistant Treasurer.

12. **Effective Time.** Unless the applicable state dictates otherwise, the effective time of the Merger contemplated by this Agreement shall be the Effective Time set forth in the preamble of this Agreement.

13. **Binding Effect.** This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

14. **Amendments.** No amendment or variation of the terms and conditions of this Agreement shall be valid unless the same is in writing and signed by all of the parties to this Agreement.

15. **Headings.** The section headings contained herein are for convenience only and shall not in any way affect the interpretation or enforceability of any provision of this Agreement.

16. **Governing Law.** This Agreement shall be construed and enforced pursuant to the laws of the State of Delaware.

17. **Entire Agreement.** This Agreement contains the entire agreement between the parties hereto with respect to the transactions contemplated in this Agreement.

18. **Rescission of Action.** This Agreement may be rescinded and revoked by the respective Boards of Managers or Boards of Directors (as applicable) of Survivor and the Merged Entities at any time prior to the Effective Time if any such Boards deem such action to be in the best interest of the respective company and its equity holders.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the duly authorized officers of the parties to this Agreement have executed this Agreement as of the date indicated above.

Merged Entities:

**FiberTEK Insulation, LLC**

By: Joseph J. Mikelonis  
Joseph J. Mikelonis, Vice President

**FiberTEK Insulation West, LLC**

By: Joseph J. Mikelonis  
Joseph J. Mikelonis, Vice President

Survivor:

**Owens Corning Insulating Systems, LLC**

By: Joseph J. Mikelonis  
Joseph J. Mikelonis, Vice President