

M 72558

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Merger
C.COULLETTE

DEC 16 2011

EXAMINER



Wolters Kluwer
Corporate Legal Services

CT Corporation

1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctcorporation.com

December 16, 2011

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8334595 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Key Fire Hose Corporation (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

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:

EFFECTIVE DATE
12-31-11

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
KFH INDUSTRIES, INC.	Alabama	245-531

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
KEY FIRE HOSE CORPORATION	Florida	M72558
_____	_____	_____
_____	_____	_____
_____	_____	_____

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DIVISION OF CORPORATIONS
11 DEC 16 PM 2:44

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 12 / 31 / 2011 (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 September 1, 2011.

The Plan of Merger was adopted by the board of directors of the surviving corporation on N/A 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 September 1, 2011.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on N/A and shareholder approval was not required.

(Attach additional sheets if necessary)

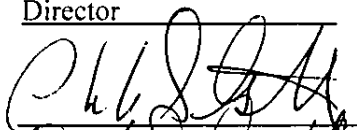
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

KFH INDUSTRIES, INC.



Charles S. Genthner, President

KEY FIRE HOSE CORPORATION



Charles S. Genthner, President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "*Agreement*"), dated as of September 1, 2011, is entered into by and between KEY FIRE HOSE CORPORATION, a Florida corporation (the "*Disappearing Corporation*"), and KFH INDUSTRIES, INC., an Alabama corporation (the "*Surviving Corporation*") (the Disappearing Corporation and the Surviving Corporation being sometimes herein referred to collectively as the "*Constituent Entities*").

WITNESSETH:

WHEREAS, the respective Board of Directors of the Disappearing Corporation and the Surviving Corporation deem it advisable and for the benefit of their respective corporations and shareholders that the Disappearing Corporation be merged with and into the Surviving Corporation, with the Surviving Corporation being the sole surviving entity of the merger, pursuant to the applicable provisions of the Code of Alabama 1975, as amended, (the "*COA*"), and the applicable provisions of the Florida Statutes, as amended (the "*FS*");

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which hereby is acknowledged, and for the purpose of prescribing the terms and conditions of the merger, the mode of carrying the same into effect, the parties hereto agree, in accordance with the provisions of the COA and the FS, that the Disappearing Corporation shall be, and it hereby is, at the Effective Time of the Merger, merged into the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the merger and the mode of carrying the merger into effect.

ARTICLE I

1.1 Filing Articles of Merger. Promptly after the adoption and approval of this Agreement in accordance with the requirements of applicable law, the Articles of Merger, a copy of which is attached hereto as Exhibit A, shall be executed and submitted for filing with the Department of State of the State of Florida (the "*Florida Articles of Merger*"), and the Articles of Merger, a copy of which is attached hereto as Exhibit B, shall be executed and submitted for filing with the Secretary of State of the State of Alabama (the "*Alabama Articles of Merger*").

1.2 Parties to the Merger. The names of the entities that are parties to the merger, their organizational forms, and the jurisdictions in which they are organized, are as follows:

<u>Name of Entity:</u>	<u>State:</u>	<u>Type of Entity:</u>
Key Fire House Corporation	Florida	For-Profit Corporation
KFH Industries, Inc.	Alabama	For-Profit Corporation

1.3 Surviving Entity. The Surviving Corporation shall be the only party to the merger that shall survive the merger.

1.4 Cross References. The terms and conditions of the merger are set forth in

Articles II, III, IV, V and VI of this Agreement.

ARTICLE II

2.1 The Merger. In accordance with the applicable provisions of the COA and the FS, at the Effective Time of the Merger, the Disappearing Corporation shall be merged with and into the Surviving Corporation.

2.2 Effect of Merger. Except as herein specifically set forth, (i) the existence and identity of the Surviving Corporation, with all of its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger, and (ii) the existence and identity of the Disappearing Corporation, with all of its respective purposes, powers, franchises, privileges, rights and immunities, at the Effective Time of the Merger, shall be merged with and into that of the Surviving Corporation, as the sole surviving entity of the merger, and the Surviving Corporation shall be fully vested therewith, and the separate existence and identity of the Disappearing Corporation shall thereafter cease.

2.3 Effective Time of the Merger. The merger shall become effective on December 31, 2011 at 11:59 p.m. The date and time when the merger shall become effective, pursuant to this Section 2.3, is herein referred to as the "*Effective Time of the Merger*".

ARTICLE III

3.1 Articles of Incorporation and Bylaws. The Articles of Incorporation (the "*Articles of Incorporation*") and the Bylaws (the "*Bylaws*") of the Surviving Corporation, in effect immediately prior to the Effective Time of the Merger, shall continue to constitute the Articles of Incorporation and the Bylaws of the Surviving Corporation at and following the Effective Time of the Merger until further amended, altered or repealed in the manner provided by law.

3.2 Employees and Agents. The employees and agents of the Disappearing Corporation, as of the Effective Time of the Merger, shall become the employees and agents of the Surviving Corporation at and after the Effective Time of the Merger.

3.3 Board of Directors and Officers. The elected directors and officers of the Surviving Corporation, immediately prior to the Effective Time of the Merger, shall continue to serve as the directors and officers of the Surviving Corporation at and following the Effective Time of the Merger until their successors shall have been duly elected and qualified, unless they shall sooner resign or be removed, in accordance with the Bylaws of the Surviving Corporation.

ARTICLE IV

4.1 Cancellation of Stock in the Disappearing Entity. The Surviving Corporation shall not issue any additional shares of stock in the Surviving Corporation in exchange for the merger of the Disappearing Corporation into the Surviving Corporation inasmuch that both the Disappearing Corporation and the Surviving Corporation are identically owned by the same shareholders with identical ownership percentages. The shares of stock in the Surviving Corporation shall not be converted in any way in connection with the merger. All issued and

outstanding shares of stock in the Surviving Corporation immediately prior to the Effective Time of the Merger shall continue to be the issued and outstanding shares of stock in the Surviving Corporation at and after the Effective Time of the Merger.

(a) The shares of stock in the Disappearing Corporation, issued and outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled at the Effective Time of the Merger.

(b) At the Effective Time of the Merger, all of the shares of stock in the Disappearing Corporation shall no longer be outstanding and shall automatically be canceled and shall cease to exist.

ARTICLE V

5.1 Rights and Liabilities. At the Effective Time of the Merger, (i) the separate existence of the Disappearing Corporation shall cease; (ii) all rights, title and interests to all real estate, assets, and other property owned by the Disappearing Corporation, including all contract rights of the Disappearing Corporation, shall be allocated to and vested in the Surviving Corporation without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred, but subject to any existing liens or encumbrances thereon; (iii) all liabilities and obligations of the Disappearing Corporation shall be allocated to the Surviving Corporation, and the Surviving Corporation shall be the primary obligor therefor and, except as otherwise provided by law or contract, no other party to the merger, other than an entity liable thereon at the Effective Time of the Merger, shall be liable thereof; and (iv) the Surviving Corporation shall be substituted in any proceedings pending by or against the Disappearing Corporation.

5.2 Federal Income Tax Treatment. Immediately prior to and as of the Effective Time of the Merger, both the Disappearing Corporation and the Surviving Corporation are each taxed as an S corporation for federal income tax purposes. Accordingly, at the Effective Time of the Merger, the Disappearing Corporation shall be treated as having merged with and into the Surviving Corporation in a non-taxable reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of the 1986, as amended. The Constituent Entities agree to report the merger consistent with this Section 5.2 for Federal income tax purposes.

5.3 Further Assurances. From time to time, if, as and when requested by the Surviving Corporation, or by its successors or assigns, the Disappearing Corporation shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such further or other actions, as the Surviving Corporation, or its successors or assigns, may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation, all rights, title and interests to all real estate, assets, and other property and all contract rights referred to in Section 5.1 of this Article V and otherwise to carry out the intents and purposes of this Agreement.

ARTICLE VI

6.1 Approval of Agreement. Subject to the provisions of Section 6.2 of this Article VI, this Agreement shall be submitted to the respective shareholders of the Disappearing Corporation and the Surviving Corporation for adoption in accordance with the applicable provisions of the COA and the FS, and the governing instruments of the Constituent Entities and, if adopted by the vote or written consent of the respective shareholders of the Disappearing Corporation and the Surviving Corporation as so provided, shall be made effective as soon as practicable thereafter in the manner provided in Section 2.3 of Article II hereof and in accordance with the applicable provisions of the COA and the FS.

6.2 Amendment. The Constituent Entities may, by mutual consent of their respective Board of Directors, at any time prior to filing the Florida Articles of Merger with the Department of State of the State of Florida and the Alabama Articles of Merger with the Secretary of State of the State of Alabama, amend, modify, supplement and interpret this Agreement in such manner as may be approved by their respective Board of Directors in writing; provided, however, that no such amendment or modification shall, without approval of the respective shareholders of the Disappearing Corporation and the Surviving Corporation, (i) alter or change any term of the Articles of Incorporation or the Bylaws of the Surviving Corporation, or (ii) alter or change any of the terms and conditions of this Agreement, if such alteration or change would adversely affect the holders of any ownership interests of either of the Constituent Entities.

6.3 Counterparts. This Agreement may be executed in multiple counterparts, each of which shall be deemed an original, and all of which shall constitute the same agreement. The signature of any of the parties may be delivered and made by original, facsimile, portable document format (pdf) or other electronic means capable of creating a printable copy, and each such signature shall be treated as an original signature for all purposes.

[Signature Page Attached]

IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be executed on its behalf and in its name by its duly authorized representative or officer, as of the date first above written.

DISAPPEARING CORPORATION:

KEY FIRE HOSE CORPORATION,
A Florida corporation

By: _____
Name: Charles S. Genthner
Title: President

SURVIVING CORPORATION:

KFH INDUSTRIES, INC.,
An Alabama corporation

By: _____
Name: Charles S. Genthner
Title: President

EXHIBIT A

Florida Articles of Merger

[Attached]

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)
<u>KFH INDUSTRIES, INC.</u>	<u>Alabama</u>	<u>245-531</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>KEY FIRE HOSE CORPORATION</u>	<u>Florida</u>	<u>M72558</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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 12 / 31 / 2011 (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 September 1, 2011.

The Plan of Merger was adopted by the board of directors of the surviving corporation on N/A 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 September 1, 2011.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on N/A and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
KFH INDUSTRIES, INC.		Charles S. Genthner, President
KEY FIRE HOSE CORPORATION		Charles S. Genthner, President

EXHIBIT B

Alabama Articles of Merger

[Attached]

**ARTICLES OF MERGER
OF
KEY FIRE HOSE CORPORATION
(A Florida Corporation)
INTO
KFH INDUSTRIES, INC.
(An Alabama Corporation)**

Pursuant to the provisions of Sections 10A-2-11.01 and 10A-2-11.05 of the Code of Alabama 1975, as amended, the undersigned entities adopt and submit these Articles of Merger for the purpose of merging KEY FIRE HOSE CORPORATION, a Florida corporation (the "Disappearing Corporation"), with and into KFH INDUSTRIES, INC., an Alabama corporation (the "Surviving Corporation").

ARTICLE I

The name, organizational form, state of incorporation, and result of the merger of the Disappearing Corporation and the Surviving Corporation are as follows:

<u>Name:</u>	<u>Organizational Form:</u>	<u>State of Incorporation:</u>	<u>Result of Merger:</u>
Key Fire Hose Corporation	For-Profit Corporation	Florida	Will Not Survive Merger
KFH Industries, Inc.	For-Profit Corporation	Alabama	Will Survive Merger

ARTICLE II

The Articles of Incorporation of the Surviving Corporation, KFH Industries, Inc., which is an Alabama corporation, are filed in Houston County, Alabama.

ARTICLE III

The Agreement and Plan of Merger (the "Plan of Merger") by and between the Disappearing Corporation and the Surviving Corporation, providing for the merger of the Disappearing Corporation into the Surviving Corporation, is attached to these Articles of Merger.

ARTICLE III

These Articles of Merger and the Plan of Merger required the approval of the respective Board of Directors and Shareholders of the Disappearing Corporation and the Surviving Corporation. The respective Board of Directors and Shareholders of the Disappearing Corporation and the Surviving Corporation have approved these Articles of Merger and the Plan of Merger as required by the respective laws of their jurisdiction of formation and their governing documents.

ARTICLE III

As to each undersigned corporation the approval of whose Shareholders is required, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the Plan of Merger, are as follows:

<u>Name of Corporation:</u>	Number of Shares <u>Outstanding:</u>	<u>Entitled to Vote as a Class:</u>	
		<u>Designation of Class:</u>	<u>Number of Shares:</u>
Key Fire Hose Corporation	150,000	Common	150,000
KFH Industries, Inc.	150,000	Common	150,000

ARTICLE IV

As to each undersigned corporation the approval of whose shareholders is required, the total number of shares voted for and against the Plan of Merger, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of each such class voted for and against the Plan of Merger, respectively, are as follows:

<u>Name of Corporation:</u>	Total Voted <u>For:</u>	Total Voted <u>Against:</u>	<u>Entitled to Vote as a Class:</u>		
			<u>Class:</u>	<u>Voted For:</u>	<u>Voted Against:</u>
Key Fire Hose Corporation	150,000	0	Common	150,000	0
KFH Industries, Inc.	150,000	0	Common	150,000	0

The number of votes for the Plan of Merger was sufficient to approve the Plan of Merger for both the Disappearing Corporation and the Surviving Corporation.

ARTICLE V

These Articles of Merger become effective at a later date. The delayed effective date is **December 31, 2011.**

[Signature Page Attached]

IN WITNESS WHEREOF, the Disappearing Corporation and Surviving Corporation have caused these Articles of Merger to be signed by an authorized officer on _____, 2011.

SURVIVING CORPORATION:

KFH INDUSTRIES, INC.,
An Alabama corporation

By: _____
Name: Charles S. Genthner
Title: President

DISAPPEARING CORPORATION:

KEY FIRE HOSE CORPORATION,
A Florida corporation

By: _____
Name: Charles S. Genthner
Title: President

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