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16 JAN -5 PM 1:55

16 JAN -5 PM 7:14

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

JAN 06 2016

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DATE: 1/5/16

NAME: HOERBIGER AMERICA HOLDING, INC

TYPE OF FILING: MERGER

COST: 70.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A Hodge

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HOERBIGER America Holding, Inc.

Name of Surviving Corporation

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DIVISION OF CORPORATIONS
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The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Erin Greenwood

Contact Person

Capitol Services, Inc.

Firm/Company

PO Box 1831

Address

Austin, TX 78767

City/State and Zip Code

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

For further information concerning this matter, please call:

Name of Contact Person

At (800) 345-4647

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

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)
HOERBIGER America Holding, Inc.	Florida	P05000165580

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HOERBIGER Compression Technology America Holding, Inc.	Florida	P99000101448

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 F / / (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
December 1, 2015 _____ 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 December 1, 2015.

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

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

HOERBIGER America Holding, Inc.

HOERBIGER Compression

Technology America Holding, Inc.

Franz Gruber

Johann Hipfl

HOERBIGER COMPRESSION TECHNOLOGY AMERICA HOLDING, INC.

HOERBIGER AMERICA HOLDING, INC.

AGREEMENT AND PLAN OF MERGER

(Pursuant to the Florida Business Corporation Act)

This Agreement and Plan of Merger ("Agreement and Plan of Merger"), dated effective as of December 31, 2015, by and between HOERBIGER Compression Technology America Holding, Inc., a Florida corporation ("Merged Entity"), on the one hand, and HOERBIGER America Holding, Inc., a Florida corporation ("Survivor") on the other hand.

WHEREAS, the Board of Directors and the sole shareholder of the Merged Entity and the Board of Directors of the Survivor deem it desirable and in the best interests of the respective entities and their shareholders that the Merged Entity be merged into and with Survivor as of December 31, 2015 (the "Effective Date"), such that Survivor will be the surviving entity of the merger, whose name upon giving effect to such merger shall be "HOERBIGER America Holding, Inc." (the "Surviving Entity"), as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions herein set forth, and the Board of Directors of Survivor and the Board of Directors and the sole Shareholder of the Merged Entity have duly approved and authorized the terms and conditions of this Agreement and Plan of Merger;

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the terms and conditions herein set forth, the parties hereto hereby agree as follows:

1. The name and state of formation of each of the entities proposing to merge are:

<u>Name</u>	<u>State of Formation</u>
HOERBIGER America Holding, Inc.	Florida
HOERBIGER Compression Technology America Holding, Inc.	Florida

2. As of the Effective Date, the Merged Entity shall be merged (the "Merger") into and with Survivor, as the Surviving Entity, which Surviving Entity shall survive the Merger pursuant to, and shall be deemed to continue to exist under and be governed by, the provisions of the Florida Business Corporation Act, and whose name, upon and after the effectiveness of the Merger, shall be "HOERBIGER America Holding, Inc." The address of the registered or principal office of the Surviving Entity in its state of organization shall continue to be the same address as prior to the effectiveness of the Merger. Upon such Merger, (a) the separate existence of the Merged Entity shall cease and terminate, (b) all rights, title and interest to all real estate and other property of every type and nature, of the Merged Entity shall be allocated and vested, subject to any existing liens or other encumbrances in the Surviving Entity without (i) reversion or impairment, (ii) any further act or deed; and (iii) any transfer or assignment having occurred, and (c) all of the liabilities and obligations of the Merged Entity to the extent such entity was subject to such liabilities and obligations, shall be allocated to, and be the liabilities and obligations of, the Surviving Entity.

3. The Bylaws of the Surviving Entity shall, upon the Merger becoming effective, be the Bylaws of Survivor as in effect immediately prior to the Effective Date of the Merger and without any further changes therein until the same shall be altered, amended, or repealed or until new Bylaws are adopted as provided therein and by law.

4. The names and addresses of the persons who shall constitute the directors and officers of the Surviving Entity are those names and addresses of the persons who constitute the directors and officers, respectively, of Survivor immediately prior to the Effective Date of the Merger.

5. Without any action on the part of either of Survivor or the Merged Entity, the outstanding shares of Survivor and the outstanding shares of the Merged Entity shall be converted, exchanged or cancelled as follows:

(a) Outstanding Shares of Stock of Survivor: All of the shares of stock of every class of Survivor that are issued and outstanding on the Effective Date of the Merger, shall continue to be issued, outstanding, fully paid and non-assessable.

(b) Outstanding Shares of Merged Entity: All of the shares of stock of every class of the Merged Entity that are issued and outstanding on the Effective Date of the Merger, shall together and in the aggregate be automatically cancelled.

6. This Agreement and Plan of Merger has received shareholder approval under the applicable laws of the State of Florida. All required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable laws.

7. This Agreement and Plan of Merger may be terminated and abandoned by action of the Board of Directors of Survivor or the Merged Entity at any time prior to the filing and recording of all required documents under the laws of the State of Florida, whether before or after approval by the respective owners of the parties hereto.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by their respective officers or authorized representatives as of the date above written.

HOERBIGER AMERICA HOLDING, INC.
a Florida corporation

By: 

Name: Franz Gruber

Title: President

By: 

Name: Heather Henderson

Title: Secretary/Treasurer

HOERBIGER COMPRESSION TECHNOLOGY
AMERICA HOLDING, INC.
a Florida corporation

By: 

Name: Johann Hipfl

Title: President

By: 

Name: Heather Henderson

Title: Secretary/Treasurer