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MERGER OR SHARE EXCHANGE

SmartVENT Products, Inc.

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Articles of Merger
of
Smart-Vent, Inc.
and
SmartVENT Products, Inc.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Attached hereto and made a part hereof is the Agreement and Plan of Merger ("Agreement and Plan of Merger") to accomplish the merger of Smart-Vent, Inc., a Delaware corporation ("Merging Corporation"), with and into SmartVENT Products, Inc., a Florida corporation ("Surviving Corporation").
2. The merger is permitted by the laws of the state of Delaware, and the Merging Corporation has complied with such laws.
3. As set forth in the Agreement and Plan of Merger, the Articles of Incorporation of the Surviving Corporation shall be amended and restated, and such Amended and Restated Articles of Incorporation shall be the Articles of Incorporation of the Surviving Corporation.
4. The Agreement and Plan of Merger was adopted by the sole stockholder of Merging Corporation on August 13, 2010 and by the sole shareholder of Surviving Corporation on August 13, 2010.
5. The merger shall be effective on August 31, 2010 at 11:59 p.m. on such date.

Executed on August 13, 2010.

Smart-Vent, Inc.

By: 
W. Scott Anderson, Jr., President

SmartVENT Products, Inc.

By: 
W. Scott Anderson, Jr., President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made the 13th day of August, 2010, by and between Smart-Vent, Inc., a Delaware Corporation ("Smart-Vent"), and SmartVENT Products, Inc., a Florida corporation ("Products"), under which Smart-Vent will merge with and into Products, pursuant to the applicable provisions of the Delaware General Corporation Law and the Florida Business Corporation Act.

1. Merger of Smart-Vent into Products. On August 31, 2010 at 11:59 P.M. (the "Effective Date"), Smart-Vent will merge with and into Products and the separate existence of Smart-Vent will cease. Products will then be the surviving corporation ("Surviving Corporation") and will continue its existence under Florida law.
2. Articles of Incorporation and By-Laws of Surviving Corporation. On the Effective Date, Products' Articles of Incorporation, as then in effect, will be amended and restated as set forth in the Amended and Restated Articles of Incorporation attached hereto and made a part hereof, and such Amended and Restated Articles of Incorporation shall be the Articles of Incorporation of the Surviving Corporation until changed as provided by Florida law. On the Effective Date, Products' By-Laws, as then in effect, will become the By-Laws of the Surviving Corporation and thereafter continue to be its By-Laws until changed as provided by law.
3. Directors and Officers of Surviving Corporation. On the Effective Date, the directors and officers of Products, as then in office, will become the directors and officers of the Surviving Corporation, to serve in such capacity until the next annual meeting of the shareholders and of the directors, respectively, or until their successors have been duly elected and qualified.
4. Shares. On the Effective Date, (a) each then issued and outstanding share of the stock of Products will be and continue to be an issued and outstanding share of the Surviving Corporation, and (b) each then issued and outstanding share of the stock of Smart-Vent will, by virtue of the merger and without any action on the part of the holder thereof, be cancelled without conversion or issuance of any shares of stock of the Surviving Corporation with respect thereto.
5. Liabilities and Obligations. On the Effective Date, the separate existence of all parties to the merger, except that of the Surviving Corporation, shall cease. All of the property, real, personal and mixed, and licenses of Smart-Vent and Products, and all debts due on whatever account to Smart-Vent and Products, including choses in action, shall be deemed to be transferred to and vested in the Surviving Corporation, without further action, and the title to any real estate, or any interest therein, vested in Smart-Vent and Products shall not revert or be in any way impaired by reason of the merger. The Surviving Corporation shall be responsible for all the liabilities of Smart-Vent and Products. Liens upon the property of Smart-Vent and Products shall not be impaired by the merger and any claim existing or action or proceeding pending by or against Smart-Vent and Products may be prosecuted to judgments as if the merger had not taken place, or enforced against the Surviving Corporation. Any taxes, penalties and public accounts claimed against Smart-Vent and Products but not settled, assessed or determined prior to the

Effective Date shall be settled, assessed or determined against the Surviving Corporation and, together with interest thereon, if any, shall be a lien against the franchises and property, both real and personal, of the Surviving Corporation.

6. Approval and Filing. After this Agreement and Plan has been duly approved in the manner required by law and if it is not terminated in accordance with paragraph 7 hereof, a Certificate of Merger will be executed and filed with the Delaware Department of State and Articles of Merger will be executed and filed with the Florida Department of State.

7. Termination. This Agreement and Plan may be terminated and the merger abandoned by action of the Directors of Smart-Vent or Products at any time prior to the Effective Date.

Smart-Vent, Inc.

By: 

W. Scott Anderson, Jr., President

SmartVENT Products, Inc.

By: 

W. Scott Anderson, Jr., President

Amended and Restated
Articles of Incorporation
of
SmartVENT Products, Inc.

THE UNDERSIGNED, in order to amend and restate the Articles of Incorporation of SmartVent Products, Inc., under and pursuant to the provisions of the Florida Business Corporation Act, hereby states that:

ARTICLE I. The name of the corporation is: SmartVENT Products, Inc.

ARTICLE II. The street address of the corporation's initial principal office and mailing address is:

14255 US Highway One
Suite 235
Juno Beach, FL 33408

ARTICLE III. The corporation shall have authority to issue One Hundred Thousand (100,000) shares of Common Stock.

ARTICLE IV. The street address of the corporation's registered office and the name of its registered agent at that office, together with written acceptance of such appointment is:

W. Scott Anderson, Jr.
14255 US Highway One
Suite 235
Juno Beach, FL 33408

Having been appointed as registered agent to accept service of process for the corporation at the place designated in this Article IV, the undersigned is familiar with and hereby accepts the appointment as registered agent and agrees to act in such capacity.


W. Scott Anderson, Jr.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 13th day of August, 2010.

SmartVENT Products, Inc.

By


W. Scott Anderson, Jr., President