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MERGER OR SHARE EXCHANGE

WRIGHT'S HEATING & PLUMBING CO., INC.

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ARTICLES OF MERGER

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)
WRIGHT'S HEATING AND PLUMBING CO., INC.	Florida	P06000130137

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SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WRIGHT'S HEATING AND PLUMBING CO., INC.	Michigan	00213U (MI)

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.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on: See attached Exhibit "A."

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on: See attached Exhibit "A."

SEVENTH: SIGNATURES FOR EACH CORPORATION

WRIGHT'S HEATING AND
PLUMBING CO., INC.,
a Florida corporation

WRIGHT'S HEATING AND
PLUMBING CO., INC.,
a Michigan corporation


JOHN WRIGHT, President


JOHN WRIGHT, President

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PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
WRIGHT'S HEATING AND PLUMBING CO., INC.	Florida

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
WRIGHT'S HEATING AND PLUMBING CO., INC.	Michigan

THIRD: The terms and conditions of the mergers are as follows:

See attached Exhibit "A"

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property as follows:

See attached Exhibit "A"

WRIGHT'S HEATING AND
PLUMBING CO., INC.,
a Florida corporation

WRIGHT'S HEATING AND
PLUMBING CO., INC.,
a Michigan corporation


JOHN WRIGHT, President


JOHN WRIGHT, President

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EXHIBIT "A"
TO ARTICLES OF MERGER
AND
PLAN OF MERGER

TERMS AND CONDITIONS
AND ADOPTION OF MERGER

WRIGHT'S HEATING AND PLUMBING CO., INC., a Michigan corporation, duly organized and existing under and by the virtue of the Michigan Business Corporation Act, plans to merge into WRIGHT'S HEATING AND PLUMBING CO., INC., a Florida corporation, pursuant to Florida Business Corporation Act, Section 607.1107. The Terms and Conditions of Merger ("Terms") are as follows:

DEFINITIONS

For purposes of these Terms, the following definitions shall apply:

"Surviving entity" means the Florida corporation that results from a merger of a foreign corporation under these Terms.

"Surviving corporation" means the Florida corporation that results from a merger of a foreign corporation under these Terms.

"Merging company" means a foreign corporation that merges into the Florida corporation under these Terms.

"Merging entity" means a foreign corporation that merges into the Florida corporation under these Terms.

WITNESSETH:

1. That the Michigan corporation known as WRIGHT'S HEATING AND PLUMBING CO., INC. desires to merge into WRIGHT'S HEATING AND PLUMBING CO., INC., a Florida corporation;

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2. That WRIGHT'S HEATING AND PLUMBING CO., INC. the desires for WRIGHT'S HEATING AND PLUMBING CO., INC., a Michigan corporation to merge into WRIGHT'S HEATING AND PLUMBING CO., INC.;

3. That the name of the surviving entity, as set forth in the Articles of Merger, shall be WRIGHT'S HEATING AND PLUMBING CO., INC.;

4. That the Merger shall be effective as of the date of filing of the Articles of Merger with the Florida Secretary of State, Division of Corporations;

5. That upon the merger taking effect, and without need of further action, all of the following apply:

(a) That all the rights and property, whether real, personal, or mixed, of the merging entity or merging company are vested in the surviving entity or surviving corporation.

(b) That all debts, liabilities, and obligations of the merging entity or merging company continue as debts, liabilities, and obligations of the surviving entity or surviving corporation.

(c) That all rights of creditors and liens upon the property of the merging entity or merging company shall be preserved unimpaired and remain enforceable against the surviving entity or surviving corporation to the same extent as against the merging entity or merging company as if the merger had not occurred.

(d) That any action or proceeding pending by or against the merging entity or merging company may be continued against the surviving entity or surviving corporation as if the conversion had not occurred.

6. That an Officer/Director/Member of a merging company shall liable for:

(a) That all obligations of the merging company for which the Officer/Director/Member was personally liable before the merger.

7. That an Officer/Director of the surviving corporation remains liable for any and all obligations of the merging entity for which the Officer/Director/Member was personally liable before the merger, but only to the extent that the Officer/Director/Member was personally liable for the obligations of the merging entity prior to the merger.

8. That upon conversion of ownership interest of WRIGHT'S HEATING AND PLUMBING CO., INC. into ownership interest of WRIGHT'S HEATING AND PLUMBING CO., INC., Shareholders' ownership interests in WRIGHT'S HEATING AND PLUMBING CO., INC., shall be converted on a one (1) for (1) basis into to common shares of WRIGHT'S HEATING AND PLUMBING CO., INC...

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9. As Evidenced by our signatures hereafter, the Articles of Merger; Plan of Merger; and, Terms and Conditions of Merger have been **ADOPTED** by any and all Shareholders of WRIGHT'S HEATING AND PLUMBING CO., INC., and any and all Shareholders of WRIGHT'S HEATING AND PLUMBING CO., INC..

10. That any and all Shareholders of WRIGHT'S HEATING AND PLUMBING CO., INC., and any and all Shareholders of WRIGHT'S HEATING AND PLUMBING CO., INC. hereby waive any further Notice required to effectuate the Merger herein described.

THE FOREGOING Terms and Conditions of Merger are unanimously agreed to and adopted by any and all Shareholders of WRIGHT'S HEATING AND PLUMBING CO., INC., and any and all Shareholders of WRIGHT'S HEATING AND PLUMBING CO., INC., on this, the 9th day of November, 2006.

WRIGHT'S HEATING AND PLUMBING CO., INC., a Michigan corporation


JOHN WRIGHT, Director

WRIGHT'S HEATING AND
PLUMBING CO., INC., a
Florida corporation


JOHN WRIGHT, Director

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Shareholders

WRIGHT'S HEATING AND PLUMBING CO., INC., a Michigan corporation

John Wright
JOHN WRIGHT

Judy Wright
JUDY WRIGHT

Shareholders

WRIGHT'S HEATING AND PLUMBING CO., INC., a Florida corporation

John Wright
JOHN WRIGHT

Judy Wright
JUDY WRIGHT

Randall Wright
RANDALL WRIGHT

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