

PO7000122834

DEC. 10. 2007 12:27 PM

TRENAM, KEMKER

NO. 6398

P. 1/30

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : TRENAM KEMKER ST. PETE  
Account Number : I20060000029  
Phone : (727) 896-7171  
Fax Number : (727) 820-0835

EFFECTIVE DATE

DEC. 31, 2007

MERGER OR SHARE EXCHANGE

Resistor Company, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Merger  
@ 12/10/07

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DEC. 10. 2007 12:27PM From: TRENAM, KEMKER age: 1/1 Date: 12/10/2007 11:58:12 AM

NO. 6390 P. 2/10



December 10, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RESISTOR COMPANY, INC.  
10601 75TH STREET NORTH  
LARGO, FL 33777US

SUBJECT: RESISTOR COMPANY, INC.  
REF: P07000122834

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct the document number of the surviving corporation as referenced above.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith  
Regulatory Specialist II

FAX Aud. #: H07000294792  
Letter Number: 007A00069293

RECEIVED  
2007 DEC 10 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

TRENAM, KEMKER

((H07000294792 3)))

NO. 6390 P. 3/10

EFFECTIVE DATE

Dec. 31, 2007

## 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:**

Name

### Jurisdiction

Document Number  
(If known/ applicable)

Resistor Company, Inc.

Florida

P07000122834

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

Name

### Jurisdiction

Document Number  
(If known/ applicable)

**Precision Resistor Company, Inc.**

## New Jersey

7156101000

**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 / 2007 (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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on November 15, 2007 and shareholder approval was not required.

**Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)**

Sixth: Adoption of Merger by merging corporation(s) (SOCIETY OF THE STATE OF CALIFORNIA).  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 15, 2007.

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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EFFECTIVE DATE

Dec. 31, 2007

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
07 DEC 10 PM 3:38

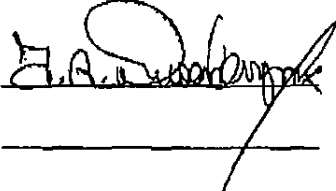
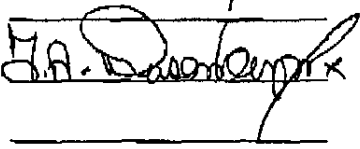
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TRENAM, KEMKER

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**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 &amp; Title</u>
<u>Resistor Company, Inc.</u>		<u>F. A. Dusenberry, President</u>
<u>a Florida corporation</u>		
<u>Precision Resistor Company, Inc.</u>		<u>F. A. Dusenberry, President</u>
<u>a New Jersey corporation</u>		

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#### AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT, is made and entered into effective this November 15, 2007, by and between RESISTOR COMPANY, INC., a Florida corporation (Florida Corporation), as the surviving corporation, and PRECISION RESISTOR COMPANY, INC., a New Jersey corporation (New Jersey Corporation), as the merged corporation, and F. A. DUSENBERRY (the Shareholder) being the holder of all the outstanding shares of the capital stock of the New Jersey Corporation, and the persons whose signatures appear at the end of this Agreement as the Board of Directors, being all the members of the Board of Directors of Florida Corporation, and New Jersey Corporation.

#### WITNESSETH:

WHEREAS, New Jersey Corporation desires to change its domicile to the state of Florida; and  
WHEREAS, Florida Corporation has been formed for the purpose of facilitation that change of domicile; and

WHEREAS, New Jersey Corporation desires to merge into Florida Corporation in accordance with the laws of the states of Florida and New Jersey (the Merger); and

WHEREAS, the Shareholder, as the sole shareholder of the New Jersey Corporation approves this Agreement and the consummation of the Merger; and

WHEREAS, this Agreement and the consummation of the Merger is approved by the Board of Directors of the Florida Corporation without shareholder action pursuant to §607.1103(7), Florida Statutes.

WHEREAS, the parties desire to adopt this Agreement.

NOW, THEREFORE, for and in consideration of the premises, the mutual covenants and agreements contained in this Agreement, and for other good and valuable consideration, the receipt, legal sufficiency, and reasonably equivalent value of which, are hereby mutually acknowledged, the parties, intending to be legally bound, agree as follows:

1 Recitals Approved.

The foregoing recitals are true and correct and are incorporated by reference into and made a part of this Agreement.

2 Terms Defined.

The following capitalized terms have the following meanings as used in this Agreement:

2.1 Agreement.

The term "Agreement means this Agreement and Plan of Merger.

2.2 Effective Date.

The term "Effective Date" means on December 31, 2007.

3 The Merger; Surviving Corporation.

Upon the Effective Date or as soon as commercially reasonably practical thereafter after receiving all necessary Tax Clearance Certificates from the State of New Jersey, New Jersey Corporation will merge into Florida Corporation pursuant to the laws of the states of Florida and New Jersey, with Florida Corporation being the surviving corporation to the merger.

4 Conversion of Shares.

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

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AGREEMENT AND PLAN OF MERGER

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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 are as follows: Upon the Merger, each share of the common capital stock of New Jersey Corporation outstanding immediately prior to the Merger is converted into and becomes one (1) share of the fully paid, validly issued, and nonassessable shares of the common capital stock of Florida Corporation. Upon the Merger, each shareholder of the Florida Corporation, as the surviving corporation, whose shares were outstanding immediately prior to the effective date of the Merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

**5 Amendment of Articles of Incorporation**

Upon the Merger the articles of incorporation of Florida Corporation will constitute the articles of incorporation of Florida Corporation, as the surviving entity, except that Article I of the articles of incorporation is amended to change the name of the Florida Corporation as the surviving corporation:

Article I      Name

The name of the corporation shall be:

**PRECISION RESISTOR COMPANY, INC.**

**6 Change of Registered Agent**

Upon the Merger, the name and Florida street address of the registered agent is changed to:

J. R. Dusenberry  
10601 75<sup>th</sup> Street North  
Largo, Florida 33777.

**7 Effect of Merger**

As provided by New Jersey law, except insofar as the laws of the state of Florida provide otherwise, the separate existence of New Jersey Corporation ceases; Florida corporation, as the surviving corporation, possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of each of the merging corporations; all real property and personal property, tangible and intangible, of every kind and description, belonging to each of the merging corporations is vested in Florida Corporation, as the surviving corporation, without further act or deed; title to any real estate, or any interest therein, vested in either corporation party to the merger shall not revert or be in any way impaired by reason of such merger; Florida Corporation, as the surviving corporation, is liable for all the obligations and liabilities of each corporation party to the merger; any claim existing or action or proceeding pending by or against each corporation party to the merger may be enforced as if such merger had not taken place; and neither the rights of creditors nor any liens upon, or security interests in, the property of each corporation party to the merger is impaired by such merger or consolidation.

As provided by Florida law, New Jersey Corporation merges into Florida Corporation, the surviving corporation, and the separate existence of New Jersey Corporation ceases; the title to all real estate and other property, or any interest therein, owned by each corporation party to the merger is vested in Florida Corporation, as the surviving corporation, without reversion or impairment; Florida Corporation, as the surviving corporation, shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger; any claim existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or Florida corporation, as the surviving corporation, may be substituted in the proceeding for New Jersey Corporation; and neither the rights of creditors nor any liens upon the property of any corporation party to the merger is impaired by such merger.

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AGREEMENT AND PLAN OF MERGER

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**8 Certificate/Articles of Merger.**

The appropriate officers of New Jersey Corporation are authorized and directed to obtain a Tax Clearance Certificate, and file a certificate of merger with New Jersey Division of Taxation, and the appropriate officers of Florida Corporation are authorized and directed to obtain a Tax Clearance Certificate from the New Jersey Division of Taxation, and file articles of merger with Florida Secretary of State, in accordance with the requirements of applicable law, to give effect to the Merger.

**9 Termination.**

This Agreement may be terminated and the Merger may be abandoned at any time prior to the filing of the certificate and articles of merger by mutual consent of Florida Corporation and New Jersey Corporation. If terminated, this Agreement shall become null and void, of no further legal force or effect, and no party will have any liability or obligation under this Agreement.

**10 Board of Directors.**

Upon the Merger, the following persons shall serve as the members of the Board of Directors of Florida Corporation as the surviving corporation, to hold office until their respective successors in office are duly elected and qualify or until their earlier resignation, death, incapacity or refusal to serve:

F. A. Dusenberry

J. R. Dusenberry

J. A. Read, Jr.

**11 Election of Officers.**

Upon the Merger, the following persons shall serve as the officers of Florida Corporation as the surviving corporation, to hold office until their respective successors in office are duly elected or appointed to office:

President: F. A. Dusenberry

Secretary/Treasurer: J. R. Dusenberry

Vice President: J. A. Read, Jr.

**12 Plan of Reorganization.**

The parties intend that this Agreement constitute a plan of reorganization (the Plan of Reorganization) within the meaning of §368 of the Internal Revenue Code of 1986, as amended (the Code), being a reorganization within the meaning of §368(a)(1)(F) of the Code, the Merger being a mere change in place of organization of New Jersey Corporation, or a reorganization within the meaning of §368(a)(1)(A) of the Code, being a statutory merger.

**13 Written Consent.**

This Agreement constitutes a written consent action of the Shareholder within the meaning of §14A:5-6, New Jersey Permanent Statutes, and of the Board of Directors as authorized by §607.0821, Florida Statutes, and §14A:6-7.1(5), New Jersey Permanent Statutes, for the purpose of approving this Agreement, the Merger, the Plan of Reorganization, authorizing the execution and delivery of this Agreement by Florida Corporation, and New Jersey Corporation, and for the purpose of authorizing, approving and taking any corporate or shareholder action taken in this Agreement in relation to Florida Corporation, and New Jersey Corporation that requires the consent, approval, authorization or ratification by the Board of Directors of Florida Corporation or shareholders and/or Board of Directors of New Jersey Corporation in accordance with the requirements of law, or the respective corporation's articles of incorporation or bylaws, or as otherwise required to give full legal force and effect to this Agreement, the Plan of Reorganization, and the Merger. The date of this Agreement is fixed as the date on which written consents are to be tabulated for purposes of §14A:5-6(2)(a), New Jersey Permanent Statutes.

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AGREEMENT AND PLAN OF MERGER

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**14 Waiver of Dissenter Rights.**

Shareholder waives all rights as a dissenting shareholder under §14A:11-1, New Jersey Permanent Statutes.

**15 Binding Effect.**

This Agreement is binding upon the parties, and their respective heirs, personal representatives, successors, and assigns.

**16 Counterparts.**

This Agreement may be executed in counterparts, each of which shall constitute an original, and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement has been executed.

RESISTOR COMPANY, INC.,  
a Florida corporation

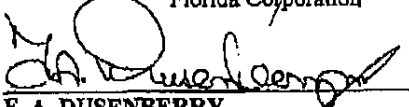
PRECISION RESISTOR COMPANY, INC.,  
a New Jersey corporation

By:   
F. A. DUSENBERRY, President

By:   
F. A. DUSENBERRY, President

"Florida Corporation"

"New Jersey Corporation"

  
F. A. DUSENBERRY

"Shareholder"

APPROVED BY THE BOARD OF DIRECTORS  
OF FLORIDA CORPORATION, AND  
NEW JERSEY CORPORATION:

  
F. A. DUSENBERRY, Director

  
J. R. DUSENBERRY, Director

  
J. A. REID, JR., Director

"Board of Directors"

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