

P11000087885

20727 Sterlington Drive
Land O' Lakes, Florida 34638

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

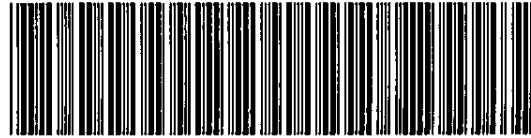
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 16, 2011

MUELLER ACQUISITIONS, INC.
20727 STERLINGTON DRIVE
LAND O LAKES, FL 34638

SUBJECT: MUELLER ACQUISITIONS, INC.
Ref. Number: P11000087885

We have received your document for MUELLER ACQUISITIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 511A00026000



WOODWARD

L A W G R O U P

Anthony G. Woodward, Esquire
any@anthonywoodwardpa.com

20727 Sterlington Drive
Land O' Lakes, Florida 34638

December 1, 2011

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
Corporate Filings
Attn: Carol Mustain
Regulatory Specialist II
2661 Executive Center Circle
Tallahassee, FL 32301

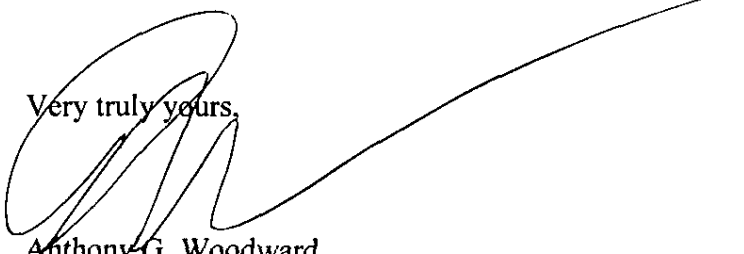
Re: Articles/Plan of Merger of Mueller Technologies, Inc., an Illinois corporation and Mueller Acquisitions, Inc.; Documents No. 55570639 (Illinois) and P1100087885 (Florida).

Dear Sir or Madam:

Please find enclosed for filing Articles of Merger and the Plan of Merger of Mueller Technologies, Inc., an Illinois corporation with and into Mueller Acquisitions, Inc., a Florida corporation. Also enclosed is your Letter Number 511A00026000 and your Letter Number 411A00026382 which has the Articles of Amendment to Articles of Incorporation of Mueller Acquisitions, Inc. attached.

Please return all correspondence concerning this matter to me at the address below. For further information concerning this matter, please contact me at the telephone number set forth below.

Very truly yours,


Anthony G. Woodward

RECEIVED

DEC -6 AM 8:46

TALLAHASSEE, FLORIDA

Enclosures

ARTICLES OF MERGER

Of

MUELLER TECHNOLOGIES, INC.
an Illinois corporation

with and into

MUELLER ACQUISITIONS, INC.
a Florida corporation

FILED
31 DEC -6 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 11.05 of the Illinois Business Corporation Act and Section 607.1105 of the Florida Business Corporation Act, the following Articles of Merger are adopted by **MUELLER TECHNOLOGIES, INC.**, an Illinois corporation ("Mueller Illinois") and **MUELLER ACQUISITIONS, INC.**, a Florida corporation ("Mueller Florida").

1. Mueller Illinois, the merging corporation, is an Illinois corporation, and Mueller Florida, the surviving corporation, is a Florida corporation.

2. Mueller Illinois' Document Number is 55570639. Mueller Florida's Florida Document Number is P11000087885.

3. A true and correct copy of the Plan of Merger (the "Plan of Merger") between Mueller Illinois and Mueller Florida is attached hereto as Exhibit A and incorporated herein by reference.

4. The merger shall become effective upon filing of these Articles of Merger with the Florida Secretary of State.

5. The Plan of Merger is on file at the office of the surviving corporation (Mueller Florida) at the principal office address of 245 Vollmer Avenue, Oldsmar, Florida 34677. The Plan of Merger will be provided to each constituent corporation.

6. Pursuant to the Plan of Merger, Mueller Illinois shall be merged with and into Mueller Florida, and Mueller Florida shall be the surviving corporation.

7. The Plan of Merger was approved and adopted by unanimous written consent of holders of all of the outstanding shares and directors of Mueller Illinois on November 10, 2011 pursuant to Sections 7.10 and 11.20 of the Illinois Business Corporation Act, the Plan of Merger was approved and adopted by unanimous written consent of holders of all of the outstanding shares and directors of Mueller Florida on November 10, 2011 pursuant to the Florida Business Corporation Act, and in each case effective as of November 10, 2011, in accordance with each corporation's articles of incorporation, bylaws and applicable law. Being unanimous, the number of votes cast by

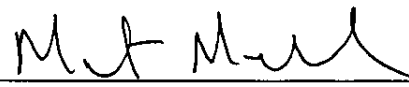
the shareholders of Mueller Illinois and Mueller Florida was sufficient for approval, no shareholder is entitled to dissenters rights and all shareholders waived all notices required by applicable law.

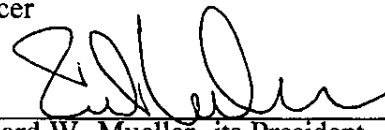
8. Pursuant to the requirement of Illinois law: (a) Mueller Florida may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against Mueller Florida; and (b) The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of Mueller Florida to accept service of process in any such proceedings.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 10th day of November, 2011.

MUELER TECHNOLOGIES, INC.


an Illinois corporation

By: 
Martin J. Mueller, Jr., its Chief Executive Officer

By: 
Richard W. Mueller, its President

MUELER ACQUISITIONS, INC.

a Florida corporation

By: 
Martin J. Mueller, Jr., its Chief Executive Officer

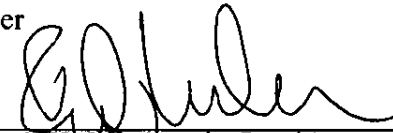
By: 
Richard W. Mueller, its President

Exhibit A

PLAN OF MERGER AND DOMESTICATION

THIS PLAN OF MERGER AND DOMESTICATION (the "Plan of Merger") is made and entered into as of the 10th day of November 2011, by and between **MUELLER TECHNOLOGIES, INC.**, an Illinois corporation (the "Merged Corporation") and **MUELLER ACQUISITIONS, INC.**, a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is an Illinois corporation and currently has Three Thousand Eight Hundred (3,800) shares of common stock issued and outstanding;

WHEREAS, the Merged Corporation desires to be domesticated as a Florida corporation so that it shall be subject to and governed by the laws of the State of Florida, including the Florida Business Corporation Act - Chapter 607, for all internal governance matters.

WHEREAS, the Merged Corporation has determined that the most efficient means to be domesticated to Florida from Illinois is by merging with and into a newly formed Florida corporation whose shareholders are the same as that of the Corporation, and whose shareholders hold identical percentages of common stock in the Corporation, which new Florida corporation shall be the surviving corporation of such merger process and shall immediately change its name to "Mueller Technologies, Inc." following the effective date of such merger process.

WHEREAS, the Surviving Corporation is a Florida corporation and currently has Three Thousand Eight Hundred (3,800) shares of common stock issued and outstanding, whose shareholders are the same as that of the Corporation, and whose shareholders hold identical percentages of common stock in the Corporation, which Surviving Corporation was formed at the direction of the Shareholders of the Merged Corporation for the purpose of enabling the Merged Corporation to domesticate to Florida.

WHEREAS, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Section 11.05 of the Illinois Business Corporation Act and Section 607.1105 of the Florida Business Corporation Act, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Plan of Merger was approved and adopted by the Board of Directors and shareholders of the Merged Corporation pursuant Section 11.20 of the Illinois Business Corporation Act and by the Board of Directors and the shareholders of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Section 11 of the Illinois Business Corporation Act and Florida Statutes Chapter 607, that the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner

and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I **CORPORATE EXISTENCE**

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it. Notwithstanding the foregoing, by virtue of the Merged Corporation Shareholders' approval of the Merger and this Plan of Merger, any claims or causes of action of any Shareholder of the Merged Corporation against the Merged Corporation or the Merged Corporation against any Shareholder of the Merged Corporation, existing as of or arising prior to the effective date hereof, whether direct or derivative in nature, known or unknown, vested or unvested, contingent or ripe, from the beginning of time until the date hereof, shall be fully and forever released in full in consideration of the receipt of and ownership of shares of common stock in the Surviving Corporation as contemplated in Article V below.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II **ARTICLES OF INCORPORATION OF SURVIVING CORPORATION**

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III **BYLAWS AND SHAREHOLDERS' AGREEMENT OF SURVIVING CORPORATION**

The Bylaws and Shareholders' Agreement of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws and Shareholders' Agreement of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
BOARD OF DIRECTORS, OFFICERS AND
SHAREHOLDERS OF SURVIVING CORPORATION

Upon the Merger becoming effective, the Board of Directors, Officers and Shareholders of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall be and remain the Board of Directors, Officers and Shareholders of the Surviving Corporation.

ARTICLE V
CONVERSION OF SHARES

Upon the Merger becoming effective, the capital stock of the Merged Corporation and the capital stock of Surviving Corporation shall be converted as follows:

(a) **Merged Corporation's Stock.** Upon the effective date, by virtue of the Merger and without any action on the part of any holder thereof, each share of the Three Thousand Eight Hundred (3,800) shares of the Merged Corporation's common stock issued and outstanding immediately prior to the effective time of the Merger shall be deemed fully cancelled, and shall not be exchanged for any shares of stock in the Surviving Corporation. Each Shareholder of the Merged Corporation shall present for surrender and shall assign to the Surviving Corporation all stock certificates representing such shares of common stock for cancellation.

(b) **Surviving Corporation's Stock.** Upon the effective date, by virtue of the Merger and without any action on the part of any holder thereof, each share of the Three Thousand Eight Hundred (3,800) shares of the Surviving Corporation's common stock issued and outstanding immediately prior to the effective time of the Merger (the "Original Stock") shall remain the same without any change whatsoever, so that upon full consummation of the Merger, (i) the Surviving Corporation shall continue to have Three Thousand Eight Hundred (3,800) shares of common stock par value .001 per share issued and outstanding represented by the Original Stock and (ii) because the Original Stock is held in the same proportions and by the same Shareholders as the common stock of the Merged Corporation, the percentage of ownership of common stock held by each Shareholder of the Surviving Corporation immediately after the consummation of the Merger shall be identical to the percentage ownership of common stock held by each Shareholder of the Merged Corporation as it existed immediately prior to the consummation of the Merger.

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the Board of Directors and all of the Shareholders of the Merged Corporation and the Board of Directors and all of the Shareholders of the Surviving Corporation, as provided by Florida Statutes Section 607.1103, as of November 10, 2011. All Shareholders waived dissenters' rights and the notice requirements set forth in the above referenced statutes as part of such approval.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective upon filing with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

ARTICLE VIII
TAX CONSEQUENCES

It is intended by the Merged Corporation and Surviving Corporation that this Merger be governed by Section 368 (a)(1)(F) of the Internal Revenue Code of 1986, as amended, entitled "a mere change in identity, form, or place of organization of one corporation, however effected" so that no gain or loss will be recognized by the Merged Corporation, the Surviving Corporation or their respective Shareholders for federal income tax purposes.

ARTICLE IX
GOVERNING LAW

This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Florida, and so far as applicable, the merger provisions of the Illinois Business Corporation Act.

IN WITNESS WHEREOF, the Merged Corporation, the Surviving Corporation and the Shareholder of the Merged Corporation and Surviving Corporation have signed and executed this Plan of Merger as of the day and year first above written.

MUELLER TECHNOLOGIES, INC., an Illinois corporation

By: Matt Mueller
Martin J. Mueller, Jr., its Chief Executive Officer

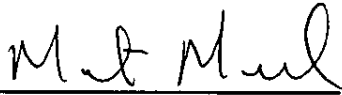
By: Richard W. Mueller
Richard W. Mueller, its President

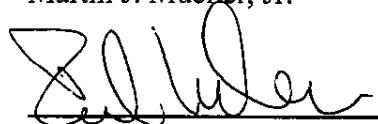
MUELLER ACQUISITIONS, INC., a Florida corporation

By: Matt Mueller
Martin J. Mueller, Jr., its Chief Executive Officer

By: Richard W. Mueller
Richard W. Mueller, its President

SHAREHOLDERS


Martin J. Mueller, Jr.


Richard W. Mueller