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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Alu-Forge, Inc.

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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)
Alu-Forge, Inc.	California	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Alu-Forge IC-DISC, Inc.	Florida	P13000073037

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 / 2015 (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 22, 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 N/A.

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

(Attach additional sheets if necessary)

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 15 DEC 29 AM 8:11
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



1. The first step is to identify the problem.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Alu-Forge, Inc.

Letter to Bey

Ruth A. Beyer, SVP, General Counsel and Secretary

Alu-Forge IC-DISC, Inc.

Ruth G. Berg

Ruth A. Beyer, SVP, General Counsel and Secretary

[illegible]

[illegible]

**Plan of Merger
of
Alu-Forge IC-DISC, Inc., a Florida corporation,
with and into
Alu-Forge, Inc., a California corporation**

1. Parties to the Merger; Surviving Entity. Alu-Forge IC DISC, Inc., a Florida corporation ("**Disappearing Entity**"), and Alu-Forge, Inc, a California corporation ("**Surviving Entity**"), intend to effect a merger (the "**Merger**") of Disappearing Entity with and into Surviving Entity in accordance with this Plan of Merger (the "**Plan of Merger**") and the applicable provisions of the California Corporations Code ("**CCC**") and the Florida Business Corporation Act ("**FBCA**"). Upon completion of the Merger, Disappearing Entity will cease to exist, and Surviving Entity will be the surviving entity after the Merger.

2. Terms and Conditions of the Merger. The effective date and time of the Merger shall be December 31, 2015 at 5:00 p.m. Pacific Time (the "**Effective Time**"). At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the FBCA and the CCC. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, title to all property of Disappearing Entity shall vest in Surviving Entity and all liabilities of Disappearing Entity shall become the liabilities of Surviving Entity.

3. Conversion of Interests. At the Effective Time, by virtue of the Merger and without any action on the part of Disappearing Entity, Surviving Entity or the holders of any of the following securities:

(i) The shares of capital stock of Disappearing Entity issued and outstanding immediately before the Effective Time shall be canceled without consideration; and

(ii) The shares of capital stock of Surviving Entity issued and outstanding immediately before the Effective Time shall remain outstanding and shall constitute the outstanding shares of capital stock of the Surviving Entity.

4. Statutory Statement. The shareholders of the Disappearing Entity who, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321, may be entitled, if they comply with the provisions of the FBCA regarding appraisal rights, to be paid the fair value of their shares.

* * *