

P14000097730

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FILED  
CLERK OF DISTRICT COURT  
14 DEC 19 PM 10:01

EFFECTIVE DATE

Jan 1, 2015

merger/cc  
@ 12/24/14

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PRACTICAL ENERGY SOLUTIONS, INC.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Thomas M. Stanley, Esq.  
Contact Person

MacMillan & Stanley, PLLC  
Firm/Company

29 NE 4th Avenue  
Address

Delray Beach, FL 33483  
City/State and Zip Code

tom@macmillanstanley.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas M. Stanley, Esq. At ( 561 ) 276-6363  
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**EFFECTIVE DATE**  
Jan 1, 2015

**ARTICLES OF MERGER**  
**California Subchapter S (profit) corporation**  
**to Florida Subchapter S (profit) corporation**

**(Practical Energy Solutions, a California for profit corporation, to Practical Energy Solutions, Inc., a Florida for profit corporation)**

The following Articles of Merger are being submitted in accordance with Section(s) 607.1105, Florida Statutes.

FIRST: The name, street address of its principal office, jurisdiction, and entity type of the **surviving** corporation is:

Name and Street Address	Jurisdiction	Entity Type
PRACTICAL ENERGY SOLUTIONS, INC. 7215 Financial Way Jacksonville, FL 32256	Florida	For Profit Corporation

Florida Document/Registration Number: P14000094300

FEI Number: Applied For

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **merging** corporation is:

Name and Street Address	Jurisdiction	Entity Type
PRACTICAL ENERGY SOLUTIONS, INC. 645 West Ninth Street Claremont, Cal 91711	California	For Profit Corporation

California Document/Registration Number: 271627780

FEI Number: 271527780

THIRD: The attached Plan of Merger meets the requirements of Florida, and was approved by each domestic corporation and the shareholders of each corporation on 5<sup>th</sup> day of December, 2014.

FOURTH: The merger shall become effective on **January 1, 2015 (the "Effective Date")**.

FIFTH: The surviving entity has obtained the written consent of each shareholder, member of the surviving entity pursuant to the Florida Statutes.

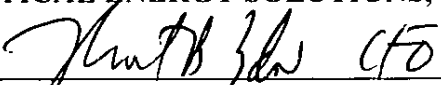
SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations, articles of incorporation, and bylaws on any corporation that is a party to the merger.

FILED  
14 DEC 19  
PRACTICAL ENERGY SOLUTIONS, INC.  
CLAREMONT, CALIFORNIA

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.

EIGHTH: SIGNATURE(S) FOR EACH PARTY:

**PRACTICAL ENERGY SOLUTIONS, INC, a Florida corporation**

By:  CFO  
Robert Zdon, CFO

**PRACTICAL ENERGY SOLUTIONS, a California corporation**

By:  CFO  
Robert Zdon, CFO

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**[PLAN OF MERGER STARTS ON NEXT PAGE]**

**PLAN OF MERGER**  
**(Non Subsidiary Merger)**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1101, Florida Statutes.

FIRST: The exact name and jurisdiction of the merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PRACTICAL ENERGY SOLUTIONS, INC.	California

SECOND: The exact name and jurisdiction of the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PRACTICAL ENERGY SOLUTIONS, INC.	Florida

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

The respective board of directors, owners, officers, shareholders, and members of Practical Energy Solutions, Inc., a California corporation, have determined that it is advisable to merge with Practical Energy Solutions, Inc., a Florida corporation. PRACTICAL ENERGY SOLUTIONS, a Florida corporation, will continue as the surviving corporation in the Merger (the "Surviving Entity") pursuant and subject to the terms and conditions of this Merger and applicable law.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

On the Effective Date, (1) the separate existence of PRACTICAL ENERGY SOLUTIONS, INC, a California corporation, shall cease; and this entity shall be merged with and into PRACTICAL ENERGY SOLUTIONS, INC, a Florida corporation, which shall thereafter be the surviving entity; (2) all the rights, properties and assets, whether real property, personal property or mixed, of PRACTICAL ENERGY SOLUTIONS, INC., a California corporation, and all debts due to it, shall be vested in PRACTICAL ENERGY SOLUTIONS, a Florida corporation, the surviving entity. The surviving entity shall thenceforth be responsible and liable for all the liabilities and obligations of the merged entity.

FIFTH: The surviving entity is PRACTICAL ENERGY SOLUTIONS, a Florida corporation. This is a Florida profit corporation. The name and business address of each officer is as follows:

**Title CEO**

**Oliver G. Maurice  
2A Research Parkway  
Wallingford, CT 06492**

**Title Secretary**

**Brian Platner  
2A Research Parkway  
Wallingford, CT. 06942**

**Title CFO/Treasurer**

**Robert Zdon  
2A Research Parkway  
Wallingford, CT. 06942**

The owners and incorporators of PRACTICAL ENERGY SOLUTIONS, INC, a California corporation, are the same persons as the owner and incorporators of PRACTICAL ENERGY SOLUTIONS, INC., a Florida corporation.

SIXTH: Other provisions, if any, relating to the merger. Practical Energy Solutions, Inc., a California corporation, has executed a "Release and Authorization to use the business name, products, and trademarks" in favor of the Surviving Corporation.