

P16000100234

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merge/name change

DEC 29 2016

D. CUSHING

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 435928 4812402

AUTHORIZATION :

COST LIMIT : \$78.75

ORDER DATE : December 22, 2016

ORDER TIME : 1:17 PM

ORDER NO. : 435928-010

CUSTOMER NO: 4812402

ARTICLES OF MERGER

VOLCANO INDUSTRIES, INC.

INTO

VOLCANO INDUSTRIES OF FLORIDA,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FL 32301

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Volcano Industries of Florida, 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:

Contact Person

Corporation Service Company

Firm/Company

Address

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carol Braunschweig

At (216) 622-8476

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

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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)
Volcano Industries of Florida, Inc.	Florida	P16000100234

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Volcano Industries, Inc.	New Mexico	F16000003504
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 01 / 01 / 2017 (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 December 22, 2016.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 December 22, 2016.

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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Typed or Printed Name of Individual & Title

J. David O'Halloran, President

J. David O'Halloran, President

PLAN OF MERGER

(Non Subsidiaries)

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:

Name

Jurisdiction

Volcano Industries of Florida, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Volcano Industries, Inc.

New Mexico

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

Effective as of January 1, 2017 (the "Effective Time"), Volcano Industries, Inc. (hereinafter sometimes referred to as "Volcano NM") shall be merged with and into Volcano Industries of Florida, Inc. pursuant to the Florida Business Corporation Act and the Business Corporation Act of New Mexico (the "Merger"). Volcano Industries of Florida, Inc. shall be the surviving corporation in the Merger (hereinafter sometimes referred to as the "Surviving Corporation"). At the Effective Time, the separate corporate existence of Volcano NM shall cease, and the Surviving Corporation, to the extent permitted by applicable law, shall succeed to all of the business, properties, assets, and liabilities of Volcano NM and shall continue as the Surviving Corporation under the laws of the State of Florida and with the name "Volcano Industries, Inc."

The outstanding shares of Volcano NM and Surviving Corporation, hereinafter sometimes referred to collectively as the "Constituent Corporations" immediately prior to the Effective Time, are held in the same proportion by the same shareholders.

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 are as follows:

Surviving Corporation Shares. Each of the Common Shares, without par value, of the Surviving Corporation which is issued and outstanding immediately prior to the Effective Time shall at the Effective Time remain an issued and outstanding Common Share, without par value, of the Surviving Corporation and shall not be changed or converted hereby.

Volcano NM Shares. Each of the Common Shares, \$1.00 par value, of Volcano NM which is issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the Surviving Corporation or Volcano NM or any other person, be surrendered and shall be canceled and extinguished and shall cease to exist at the Effective Time, without any consideration being payable or deliverable to any person therefor.

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

Article I shall be changed to read, in its entirety, as follows:

"Article I.

The name of the corporation is Volcano Industries, Inc. "

OR

~~Restated articles are attached:~~

Other provisions relating to the merger are as follows:

Fifth: Bylaws of the Surviving Corporation. The By-Laws of the Surviving Corporation as in effect immediately prior to the Effective Time shall continue in effect following the Merger, subject to amendment from time to time thereafter in accordance with the terms thereof and with applicable law.

Sixth: Directors and Officers of the Surviving Corporation. The directors and the officers of the Surviving Corporation holding office immediately prior to the Effective Time shall continue in office following the Merger, until they shall have resigned or been removed or replaced in accordance with the Certificate of Incorporation, as amended, and the By-Laws of the Surviving Corporation or otherwise in accordance with applicable law.

Seventh: Effect of Merger. The effect of the Merger shall be as provided in this Plan and otherwise as provided under the applicable provisions of the laws of the State of Florida.

Eighth: Termination; Amendment. At any time prior to the filing of appropriate articles of merger in evidence of merger with either the Secretary of State of Florida or with the Secretary of State of New Mexico, the Merger may be abandoned and this Agreement terminated by action of the Board of Directors of either of the Constituent Corporations, notwithstanding the approval of this Agreement by the respective Boards of Directors or Shareholders thereof. This Agreement may, to the extent permitted by the Florida Business Corporation Act and the Business Corporation Act of New Mexico, be amended prior to such filing by mutual agreement of the respective Boards of Directors of the Constituent Corporations.

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