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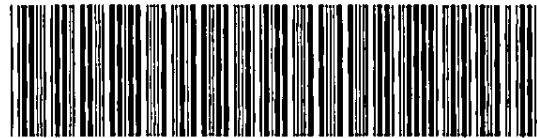
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2019 MAR 22 PM 3:47
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MTI Industries, Inc., a Florida corporation

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Robert Luce

Contact Person

Firm/Company

1004 Asbury Fr.

Address

Aurora, Illinois 60502

City/State and Zip Code

rlucelaw@hotmail.com

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

For further information concerning this matter, please call:

Robert Luce

Name of Contact Person

At (847) 899-1812

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

ARTICLES OF MERGER
(Profit Corporations)

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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)
Mtl Industries, Inc.	Florida	P17000075448

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Marine Technologies, Inc.	Illinois	52044022

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 04 / 01 / 2019 (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 March 15, 2019.

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 March 15, 2019.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

MTI Industries, Inc.

X Leppert & Menck

Jeffery T Wisniewski, Predident

Marine Technologies, Inc.

Leppa & Kunk

Jeffery T. Wisniewski

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:

<u>Name</u>	<u>Jurisdiction</u>
MTI Industries, Inc.	Florida
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
Marine Technologies, Inc.	Illinois
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:
Please see the Plan of Merger attached as Exhibit A

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:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER

This Plan of Merger is made and entered into as of the 15th day of March 2019 between Marine Technologies, Inc., an Illinois Corporation ("MTI/Illinois") and MTI Industries, Inc., a Florida Corporation ("MTI/Florida"), collectively the "Constituent Corporations".

WHEREAS, the Constituent Corporations desire that MTI/Illinois merge with and into MTI/Florida (the "Merger") upon the terms and subject to the conditions herein set forth and in accordance with the laws of the State of Florida and Illinois respectively; and

WHEREAS, the Board of Directors and the Shareholders of each Constituent Corporation have approved and adopted this Plan of Merger;

NOW, THEREFORE, the Constituent Corporations do hereby covenant and agree as follows:

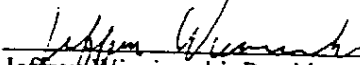
1. Merger. Upon the Effective Date (as defined in Section 8 below) MTI/Illinois shall be merged with and into MTI/Florida, which shall be, and is herein sometimes referred to as, the Surviving Corporation. The Surviving Corporation shall continue to be governed by the laws of the State of Florida and the separate corporate existence of MTI/Illinois shall cease forthwith upon the Effective Date.
2. Articles of Incorporation and By-Laws. The Articles of Incorporation of MTI/Florida and the By-Laws of MTI/Florida on the Effective Date shall remain the Articles of Incorporation and the By-Laws of the Surviving Corporation.
3. Shares. On the Effective Date each issued and outstanding share of common stock of MTI/Illinois shall be cancelled and exchanged into equivalent shares of MTI/Florida.
4. Directors. The director(s) of MTI/Florida on the Effective Date shall be the director(s) of the Surviving Corporation and shall hold office until their respective successors shall have been elected and qualified in accordance with the By-Laws of the Surviving Corporation and as otherwise provided by law.
5. Officers. The officers of MTI/Florida on the Effective Date shall be the officers of the Surviving Corporation and shall hold office until their respective successors shall have been elected and qualified in accordance with the By-Laws of the Surviving Corporation and as otherwise provided by law.
6. Effects of Merger. The effect of the merger, at the Effective Date, shall be as provided by Florida Statutes and Illinois Statutes as of April 1, 2019. Without limiting the generality of the foregoing, and subject thereto, upon the Effective Date, the separate existence of MTI/Illinois shall cease, and the Surviving Corporation shall possess all rights, privileges, immunities, powers, authority and franchises, of a public as well as of a private nature, and the Surviving Corporation shall be subject to all of the restrictions, liabilities, obligations and duties of each of the Constituent Corporations; and all property, real personal and mixed, and all debts, liabilities and obligations due to each of the Constituent Corporations on whatever account or belonging to any of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, immunities, powers, authority and franchises, all and every other interest, shall be

thereafter the property of the Surviving Corporation as they were of the Constituent Corporations; and all rights of creditors and all liens upon any property of each of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger, on only the property affected by such liens immediately prior to the Effective Date. Any action or proceeding pending by or against each of the Constituent Corporations at the Effective date may be prosecuted as if the merger had not taken place, and the Surviving Corporation may be substituted in such corporation's place.

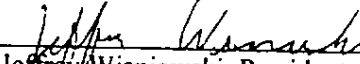
7. Amendments. Notwithstanding approval of this Plan of Merger by the directors of the Constituent Corporations, the Board of Directors of the Constituent Corporations may amend this Plan of Merger by written agreement at any time prior to the Effective Date; provided that any such amendment shall not (a) alter any term of the Articles of Incorporation or By-Laws of MTI/ Illinois or MTI/ Florida, or (b) alter the terms and conditions of this Plan of Merger if such alteration would adversely affect the holder of capital stock of either Constituent Corporation.
8. Effective Date of Merger. As soon as practicable after this Agreement has been duly adopted by the directors of the Constituent Corporations, Articles of Merger shall be filed with the Florida and Illinois Secretaries of State in accordance with the laws of each state. The merger of MTI/Illinois into MTI/Florida shall become effective April 1, 2019.
9. Termination. Notwithstanding approval of this Plan of Merger by the directors and shareholders of the Constituent Corporations, this Plan of Merger may be terminated, and the Merger abandoned at any time prior to the Effective Date by mutual consent of the Boards of Directors of the Constituent Corporations.
10. Miscellaneous. This Agreement embodies the entire agreement and understanding of the parties hereto with respect to the subject matter hereof, and supersedes all prior and contemporaneous agreements and understandings, oral or written, relative to said subject matter. Whenever the context requires words used in the singular shall be construed to include the plural and vice versa, and pronouns of any gender shall be deemed to include and designate the masculine, feminine and neuter gender.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by its Board of Directors, has caused this Agreement to be executed by its duly authorized officers as of this day and year first above written.

Marine Technologies, Inc., an Illinois Corporation

By: 
Jeffrey Wisniewski, President

MTI Industries, Inc., a Florida Corporation

By: 
Jeffrey Wisniewski, President