

FILED  
2018 SEP 26 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FL

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September 25, 2018

SENT VIA COURIER

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Gentlemen:

Re: Nema Associates, Inc.

Enclosed are two (2) copies of Articles of Merger for the above referenced corporation for filing. Please file the enclosed Articles of Merger as soon as possible. Also enclosed is my firm's check in the amount of \$70.00 made payable to the Secretary of State to cover the applicable filing fees.

Please file stamp one of the enclosed copies and return it to the undersigned in the enclosed self addressed stamped envelope. If you have any questions or require anything further with respect to this matter, please call me.

Very truly yours,

A handwritten signature in dark ink, appearing to read "C.B. Waldera", followed by a horizontal line.

Christopher B. Waldera

CBW/MSA

Encs.

ARTICLES OF MERGER  
OF NEMA, INC.  
WITH AND INTO  
NEMA ASSOCIATES, INC.

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In accordance with sections 607.1107, Florida Statutes, and 293-A:11.05, of the New Hampshire Business Corporation Act, NEMA ASSOCIATES, INC., a Florida corporation ("Acquiring Corporation") and NEMA, INC., a New Hampshire corporation ("Target Company"), jointly referred to hereinafter as the merging entities, hereby adopt the following Articles of Merger:

ARTICLE I

The exact name, street address of its principal office, jurisdiction and entity type for merging party are as follows:

- |    | <u>Name and Street Address</u>                                        | <u>Jursidiction</u> | <u>Entity Type</u> |
|----|-----------------------------------------------------------------------|---------------------|--------------------|
| 1. | NEMA, INC.<br>27 Cummings Lane<br>Hollis, NH 03049                    | New Hampshire       | Corporation        |
|    | New Hampshire Document/Registration Number: 528630                    |                     |                    |
| 2. | NEMA ASSOCIATES, INC.<br>1074 Labat Lane<br>Cudjoe Key, Florida 33042 | Florida             | Corporation        |
|    | Florida Document/Registration Number: P18000074780                    |                     |                    |

ARTICLE II

The exact name, street address of its principal office, jurisdiction and entity type of the surviving party is as follows:

- |  | <u>Name and Street Address</u>                                        | <u>Jursidiction</u> | <u>Entity Type</u> |
|--|-----------------------------------------------------------------------|---------------------|--------------------|
|  | NEMA ASSOCIATES, INC.<br>1074 Labat Lane<br>Cudjoe Key, Florida 33042 | Florida             | Corporation        |
|  | Florida Document/Registration Number: P18000074780                    |                     |                    |

### ARTICLE III

The attached Plan of Merger meets the requirements of section 607.1107, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes. The Plan of Merger was adopted by the shareholders of the surviving corporation on August 31, 2018.

### ARTICLE IV

The attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions. The Plan of Merger was adopted by the shareholders of the merging corporation on August 31, 2018.

### ARTICLE V

If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

### ARTICLE VI

If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under section 607.1302, Florida Statutes.

### ARTICLE VII

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

### ARTICLE VIII

The merger shall become effective as of September 1, 2018.

### ARTICLE IX

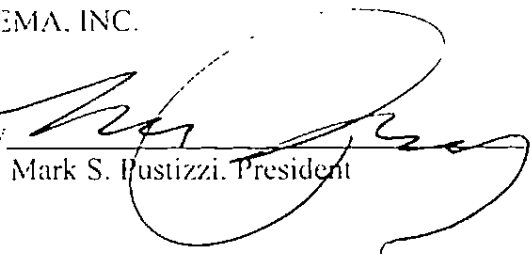
The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ARTICLE XI

Signatures for each party:

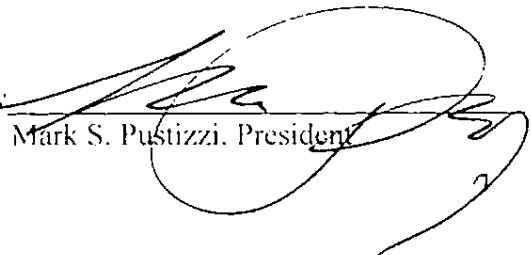
NEMA, INC.

By

  
Mark S. Pustizzi, President

NEMA ASSOCIATES, INC.

By

  
Mark S. Pustizzi, President

PLAN OF MERGER  
OF NEMA, INC.  
WITH AND INTO  
NEMA ASSOCIATES, INC.

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section 607.1107 and is being submitted in accordance with section 607.1107, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
NEMA, INC.	New Hampshire
NEMA ASSOCIATES, INC.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
NEMA ASSOCIATES, INC.	Florida

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

A. On the effective date of the Merger, NEMA, INC. shall be merged with and into NEMA ASSOCIATES, INC. After such Merger, NEMA ASSOCIATES, INC. will be the surviving party and the separate existence and identity of NEMA, INC. shall cease to exist.

B. At the Effective Date of the Merger:

1. The NEMA ASSOCIATES, INC. (the "Surviving Party") shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of NEMA, INC. (the "Target Entity"):

2. All and singular, the rights, privileges, powers, and franchises of Target Entity, and all property, real, personal, and mixed, and all debts due to Target Entity on whatever account, as well for stock subscriptions and all other things in action or belonging to Target Entity, shall be vested in the Surviving Party without further act or deed;

3. All property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Party as they were of Target Entity, and the title to any real estate vested by deed or otherwise, under the laws

of the State of Florida or any other jurisdiction, in Target Entity, shall not revert or be in any way impaired;

4. All rights of creditors and all liens upon any property of Target Entity shall be preserved unimpaired, and all debts, liabilities, and duties of Target Entity shall thenceforth attach to the Surviving Party and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

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:

1. At the Effective Date of the Merger, each share of the Target Entity on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the Shareholders, be converted into one (1) share of the presently authorized and unissued shares of the common stock of the Surviving Party (the "Surviving Party Common Stock"); provided that no fractional share of Surviving Party Common Stock shall be issued or exchanged for interests of the Target Entity. Notwithstanding the foregoing, each interest of Target Entity held by the Surviving Party shall, by virtue of the Merger and without any action on the part of the Surviving Party, be canceled simultaneously with the effectiveness of the Merger.

2. The Articles of Incorporation of the Surviving Party as in effect on the Effective Date shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Party until changed or amended as provided by law.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the Surviving Party, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any relating to the merger:

The "Effective Date" of the Merger shall be September 1, 2018.