

P220000090940

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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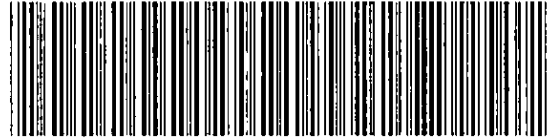
(Business Entity Name)

(Document Number)

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merger

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2023 MAR -2 PM 9:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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OFFICE OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 03/02/2023

Acc#I20160000072

*mic DW*

Name:	HVAC Inventors/Systemation, Inc.
Document #:	
Order #:	14811216

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
	Plain: <input checked="" type="checkbox"/>
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Amount: \$ 70.00

Thank you!

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2023 MAR -2 AM 9:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
HVAC Inventors/Systemation, Inc.	FL	Corp	P22000090940

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
HVAC Inventors/Systemation, Inc.	TX	Corp	

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

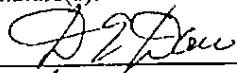

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☒ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**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.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
HVAC Inventors/Systemation, Inc. (FL Corp)		David E. Daw, President
HVAC Inventors/Systemation, Inc. (TX Corp)		David E. Daw, President
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Corporations:

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated January 1, 2023, is between HVAC INVENTORS/SYSTEMATION, INC., a Florida corporation (the "Surviving Corporation") and HVAC INVENTORS/SYSTEMATION, INC., a Texas corporation (the "Merged Corporation")(the Merged Corporation and Surviving Corporation are sometimes hereinafter referred to collectively as the "Constituent Corporations").

WHEREAS, the Surviving Corporation is a Florida corporation, its Articles of Incorporation having been filed in the office of the Department of State of Florida on December 7, 2022, effective January 1, 2023; and

WHEREAS, the Surviving Corporation has authorized capital stock consisting of 8,000 shares of \$1.00 par value common stock; and

WHEREAS, the Merged Corporation is a Texas corporation, its Articles of Incorporation having been filed in the office of the Secretary of State of Texas on March 1, 2005; and

WHEREAS, the Merged Corporation has authorized capital stock of 8,000 shares of \$1.00 par value common stock; and

WHEREAS, the Board of Directors and all of the shareholders of each of the Constituent Corporations deem it advisable that the Constituent Corporations merge and have duly approved and authorized this Agreement and Plan of Merger; and

WHEREAS, the laws of the States of Texas and Florida permit such a merger, and the Constituent Corporations desire to merge under and pursuant to the provisions of the laws of their respective states;

NOW, THEREFORE, in consideration of these premises and of the mutual agreements and covenants herein contained, it is agreed that the Merged Corporation shall be, and it hereby is, merged into the Surviving Corporation, which shall be the surviving corporation, and the terms and conditions of such merger and the manner of carrying it into effect are and shall be as follows:

Section 1. Name of Surviving Corporation. The corporate existence of the Surviving Corporation shall continue under the name of HVAC Inventors/Systemation, Inc.

Section 2. Purposes of Surviving Corporation. The purposes set forth in the Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger provided for in this Agreement and Plan of Merger, shall continue in full force and effect as the corporate purposes of the Surviving Corporation.

Section 3. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of this Agreement and Plan of Merger.

Section 4. Bylaws of Surviving Corporation. The Bylaws of the Surviving Corporation, as they shall exist on the effective date of the merger, shall be and remain and continue to be the Bylaws of the Surviving Corporation until they shall be altered, amended, or repealed as therein provided.

Section 5. Directors and Officers. Persons who are directors and officers of the Surviving Corporation on the effective date of the merger shall be and remain and continue to be directors and officers of the Surviving Corporation until their respective successors are duly named and qualified.

Section 6. Effective Date of Merger.

(a) For all purposes under the laws of the State of Texas, this Agreement and Plan of Merger and the merger herein provided for shall become effective as soon as (i) this Agreement and Plan of Merger shall have been adopted, approved and signed in accordance with the laws of the State of Texas and (ii) a Articles of Merger indicating its adoption and approval shall have been executed in accordance with such laws and filed in the office of the Secretary of State of Texas.

(b) For purposes of the laws of the State of Florida, this Agreement and Plan of Merger and the merger herein provided for shall become effective, and the separate existence of the Merged Corporation shall cease except insofar as it may be continued by statute or operation of law, as soon as (i) this Agreement and Plan of Merger shall have been adopted, approved and signed in accordance with the laws of the State of Florida and (ii) Articles of Merger indicating its adoption and approval shall have been executed in accordance with such laws and filed in the office of the Secretary of State of Florida.

(c) Notwithstanding the foregoing provisions of this Section 6, the merger provided for herein shall be deemed effective for accounting purposes as of the opening of business on January 1, 2023.

Section 7. Manner and Basis of Converting Shares. Immediately upon the effective date and effective time of the merger, (i) all of the outstanding shares of the capital stock of the Merged Corporation shall be exchanged for one share of the capital stock of the Surviving Corporation (the "Merger Share") and, thereupon, the shares of stock of the Merged Corporation shall cease to exist and shall be deemed cancelled, retired and eliminated. Except as set forth above, no cash or shares or other securities or obligations will be distributed, or issued upon conversion or cancellation of the shares of the Merged Corporation.

Section 8. Effect of Merger. Upon this merger becoming effective:

(a) The Surviving Corporation shall possess all rights, privileges, powers and franchises and shall be subject to all the restrictions, disabilities, obligations, and duties of each of the Constituent Corporations, except as otherwise herein provided, and except as otherwise provided by law;

(b) The Surviving Corporation shall be vested with all property, real, personal, or mixed, contracts and agreements, and all debts due to the Constituent Corporations on whatever account as well as all other choses in action belonging to the Constituent Corporations; and

(c) All property, rights, privileges, powers and franchises of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger; and all debts, liabilities, obligations, and duties of the Merged Corporation shall thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

(d) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for, and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Corporation shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

Section 9. Delivery of Deeds and Instruments. From time to time as and when requested by the Surviving Corporation or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers and franchises referred to in Section 8 hereof and otherwise to carry out the intent and purposes of this Agreement and Plan of Merger. For the convenience of the parties and to facilitate the filing and recording of this Agreement and Plan of Merger, any number of counterparts shall be deemed to be an original instrument.

Section 10. Abandonment of Merger. This Agreement and Plan of Merger shall be submitted to the shareholders of each of the Merged Corporation and the Surviving Corporation as provided by the applicable laws of the States of Texas and Florida, respectively, and upon the approval and adoption thereof, in the manner provided by such laws, by the holders of the outstanding shares of capital stock of each of the



Merged Corporation and the Surviving Corporation, shall be deemed and taken to be the Agreement and Plan of Merger and act of merger of the Constituent Corporations; provided, however, that anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated or abandoned before it becomes effective without further action or approval by the shareholders or either of the Constituent Corporations:

(a) By mutual consent of the Boards of Directors of the Constituent Corporations; or

(b) By the Board of Directors of either one of the Constituent Corporations in the event of failure or inability to obtain necessary authorizations and approvals of any governmental agencies; or

(c) By the Board of Directors of either one of the Constituent Corporations if any material litigation or claims shall be pending or threatened against or substantially affecting any of the Constituent Corporations or the Surviving Corporation or any of their respective assets, or the merger, which, in the judgment of such Board, renders it inadvisable to proceed with the merger.

Section 11. Service of Process. Upon the merger herein proposed becoming effective, the Surviving Corporation agrees that it may be served with process in the State of Texas in any proceeding for enforcement of any obligation of the Merged Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merged Corporation against the Surviving Corporation. The Surviving Corporation shall irrevocably appoint the Secretary of State of the State of Texas as its agent upon whom may be served any notice, process or pleading in any such action or proceeding; provided, however, that such appointment shall not be effective until the merger herein contemplated becomes effective. The address to which a copy of such process shall be mailed by the Secretary of Texas is c/o Cameron & Mittleman LLP, 301 Promenade Street, Providence, Rhode Island 02908 until the Surviving Corporation shall designate in writing to the Secretary of State a different address for such purpose.

Section 12. Dissenting Shareholders. The Surviving Corporation shall promptly pay to the dissenting shareholders of the Merged Corporation the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.


Section 13. Tax Purposes. For federal tax purposes, the merger effected hereby is a corporate reorganization under Sections 368(a)(1)(A) and 368(a)(2)(E) of the Internal Revenue Code of 1986, as amended.

**[SIGNATURE BLOCK APPEARS ON NEXT PAGE]**

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be signed in their respective corporate names by an officer thereunto duly authorized as of the date first written above.

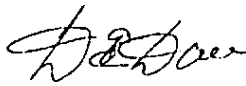
**SURVIVING CORPORATION:**

HVAC INVENTORS/SYSTEMATION, INC.  
(a Florida corporation)

By:   
David E. Daw  
President

**MERGED CORPORATION:**

HVAC INVENTORS/SYSTEMATION, INC.  
(a Texas corporation)

By:   
David E. Daw  
President

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