

# P30957

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**MERGER OR SHARE EXCHANGE**

Dietrich Industries, Inc.

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5-30-08

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May 14, 2008

FLORIDA DEPARTMENT OF STATE  
Division of CorporationsDIETRICH INDUSTRIES, INC.  
200 OLD WILSON BRIDGE ROAD  
ATTENTION: TRACY MCHUGH  
COLUMBUS, OH 43085USSUBJECT: DIETRICH INDUSTRIES, INC.  
REF: P30957

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Teresa Brown  
Regulatory Specialist IIFAX Aud. #: H08000128383  
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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, F.S.

First: The name and jurisdiction of the surviving corporation:

EFFECTIVE DATE  
5-30-08

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Dietrich Industries, Inc.	PA	P30857

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Vinyl Corp.	FL	M63280
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 5 / 30 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 May 13, 2008.

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 May 13, 2008.

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

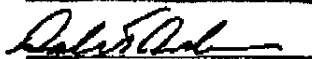
Typed or Printed Name of Individual & Title

Dietrich Industries, Inc.



Dale T. Brinkman, Vice President-Secretary

Vinyl Corp.



Dale T. Brinkman, Vice President-Secretary

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**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

Dietrich Industries, Inc.

PA

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

Vinyl Corp.

FL

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each of the 238,10 Vinyl Common Shares issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and shall cease to exist, and shall not be converted into shares of the Surviving Corporation or the right to receive cash, securities or any other right or property; and

Each of the 4,054,000 Dietrich Shares issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, continue in existence and, at and after the Effective Time, shall represent an identical share of the Surviving Corporation.

(Attach additional sheets if necessary)

## PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER (the "Plan"), dated as of May 13, 2008, is entered into by and among Dietrich Industries, Inc., a Pennsylvania corporation ("Dietrich"), and Vinyl Corp., a Florida corporation ("Vinyl"). Dietrich and Vinyl are hereinafter sometimes collectively referred to as the "Constituent Corporations" and singly as a "Constituent Corporation."

### WITNESSETH:

WHEREAS, Dietrich and Vinyl desire to effect a merger of Vinyl with and into Dietrich pursuant to Chapter 607 of the Florida Statute (the "Florida Statute") and the Pennsylvania Business Corporation Law (the "PA BCL"); and

WHEREAS, the authorized shares of Dietrich consist of 5,000,000 shares of Common Stock, \$.25 par value (the "Dietrich Shares"), of which there are 4,054,000 Dietrich Shares issued and outstanding; and

WHEREAS, the authorized shares of Vinyl consist of 400 shares of Common Stock, \$1.00 par value, of which there are 238.10 Vinyl Common Shares issued and outstanding; and

WHEREAS, the respective Boards of Directors of Dietrich and Vinyl have determined and declared it to be advisable and in the best interest of their respective corporations that Vinyl merge with and into Dietrich upon the terms and subject to the conditions herein provided; and

WHEREAS, the Board of Directors of Dietrich has, by resolution duly adopted, adopted and approved this Plan and directed that this Plan be executed by the undersigned officer and submitted to the sole shareholder of Dietrich for adoption and approval, with the recommendation of the Dietrich directors that this Plan be adopted and approved by the sole shareholder of Dietrich; and

WHEREAS, the Board of Directors of Vinyl has, by resolution duly adopted, adopted and approved this Plan and directed that this Plan be executed by the undersigned officer and submitted to the sole shareholder for adoption and approval, with the recommendation of the Vinyl directors that this Plan be adopted and approved by the sole shareholder of Vinyl; and

WHEREAS, all of the issued and outstanding shares of Vinyl are held by Dietrich;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties agree that Vinyl shall be merged with and into Dietrich and that the terms and

conditions of the merger, the mode of carrying the merger into effect, the manner and basis of converting the shares of the Constituent Corporations and certain other provisions relating to the merger shall be as hereinafter set forth.

## ARTICLE I

### THE MERGER

Section 1.01. Surviving Corporation. Subject to the terms and provisions of this Plan, and in accordance with the Florida Statute and the PA BCL, at the Effective Time (as defined in Section 1.07 of this Plan), Vinyl shall be merged with and into Dietrich (the "Merger"). Dietrich shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") of the Merger and shall continue its corporate existence under the laws of the Commonwealth of Pennsylvania. At the Effective Time, the separate corporate existence of Vinyl shall cease.

Section 1.02. Effects of the Merger. At the Effective Time, the Merger shall have the effects provided for in this Plan and in Chapter 607 of the Florida Statute and in Section 1929 of the PA BCL.

Section 1.03. Articles of Incorporation. As of the Effective Time, the Amended and Restated Articles of Incorporation of Dietrich, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter duly amended in accordance with the provisions thereof and applicable law.

Section 1.04. Bylaws. As of the Effective Time, the Bylaws of Dietrich, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter duly amended in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation and applicable law.

Section 1.05. Directors of the Surviving Corporation. At and after the Effective Time and until changed in the manner provided in the Bylaws or the Articles of Incorporation of the Surviving Corporation or as otherwise provided by law, the number of directors of the Surviving Corporation shall be the number of directors of Dietrich immediately prior to the Effective Time. At the Effective Time, each individual who is a director of Dietrich immediately prior to the Effective Time shall become a director of the Surviving Corporation and each such individual shall serve as a director of the Surviving Corporation for the balance of the term for which such individual was elected as a director of Dietrich and until his successor is duly elected and qualified in the manner provided in the bylaws or the articles of incorporation of the Surviving Corporation or as otherwise provided by law or until his earlier death, resignation or removal in the manner provided in the Bylaws or the Articles of Incorporation of the Surviving Corporation or as otherwise provided by law.

**Section 1.06. Officers of the Surviving Corporation.** At the Effective Time, each individual who is an officer of Dietrich immediately prior to the Effective Time shall become an officer of the Surviving Corporation, with each such individual to hold the same office in the Surviving Corporation, in accordance with the bylaws thereof, as he held in Dietrich immediately prior to the Effective Time.

**Section 1.07. Effective Time.** The Merger shall become effective in accordance with the applicable provisions of the Florida Statute and the PA BCL on May 30, 2008, at 11:59 p.m., Eastern Daylight Time. The date and time when the Merger shall become effective is herein referred to as the "Effective Time."

**Section 1.08. Additional Actions.** If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further conveyances, assignments, transfers, deeds, instruments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of Vinyl acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Plan, Vinyl and its officers and directors shall be deemed to have granted hereby to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper conveyances, assignments, transfers, deeds, instruments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to, and the possession of, such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Plan; and the officers and directors of the Surviving Corporation are hereby fully authorized, in the name of Vinyl or otherwise, to take any and all such actions.

## **ARTICLE II**

### **MANNER, BASIS AND EFFECT OF CONVERTING SHARES**

**Section 2.01. Conversion of Shares.** At the Effective Time:

(a) Each of the 238.10 Vinyl Common Shares issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and shall cease to exist, and shall not be converted into shares of the Surviving Corporation or the right to receive cash, securities or any other right or property; and

(b) Each of the 4,054,000 Dietrich Shares issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, continue in existence and, at and after the Effective Time, shall represent an identical share of the Surviving Corporation.



### ARTICLE III

#### APPROVAL; MISCELLANEOUS

Section 3.01. Approval. This Plan shall be submitted for approval by the sole shareholder of Dietrich and by the sole shareholder of Vinyl.


Section 3.02. Counterparts. This Plan may be executed in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

Section 3.03. Consent to Service of Process in the State of Florida. The Surviving Corporation hereby consents to be sued and served with process in the State of Florida in any proceeding in the State of Florida to enforce against the Surviving Corporation any obligation of Vinyl, or to enforce the rights of a dissenting shareholder of Vinyl, and the Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Florida as the Surviving Corporation's agent to accept service of process in any such proceeding in the State of Florida.


Section 3.04. Principal Office of the Surviving Corporation. The principal office of the Surviving Corporation shall be located at P.O. Box 68, 4200 Route 22 East, Blairsville, Pennsylvania 15717.

IN WITNESS WHEREOF, Dietrich and Vinyl have caused this Plan to be signed by their respective duly authorized officers on the date first above written.

DIETRICH INDUSTRIES, INC.,  
a Pennsylvania corporation

By:   
Dale T. Brinkman, its  
Vice President and Secretary

VINYL CORP,  
a Florida corporation

By:   
Dale T. Brinkman, its  
Vice President and Secretary