

# IMPACT Engineering, Inc.

Prediction & Preventive Maintenance Solutions

P930000000415

December 13, 1999

200003069402--8  
-12/14/99--01063--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

RE: Plan/Articles of Merger, FEI Number 65-0399824

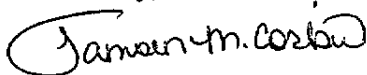
Enclosed please find two (2) original copies of IMPACT Engineering, Inc.' s Plan and Articles of Merger. The Florida Corporation is being merged in a Washington Corporation.

We have included the filing fee of thirty-five dollars (\$35.00) for each merging and surviving corporation for a total of seventy dollars (\$70.00). We are also requesting a Certified Copy and have included the additional eight dollars and seventy-five cents (\$8.75).

If additional information is required, please do not hesitate to contact me at (253) 942-9000.  
Thank you for your assistance.

Happy Holidays!

Sincerely,



Tamsen M. Corbin  
Secretary, IMPACT Engineering, Inc.

Enclosures

C: File

FILED  
99 DEC 14 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

778 P930000000415  
Meyers  
# Certified  
12-14-99

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

IMPACT ENGINEERING, INC., a Florida corporation, P93000000415

INTO

IMPACT ENGINEERING, INC.. a Washington corporation not qualified in Florida

File date: December 14, 1999

Corporate Specialist: Carol Mustain

## PLAN OF MERGER

This Plan of Merger is made and entered into this 6<sup>th</sup> day of December, 1999, by and between IMPACT Engineering, Inc., a Florida corporation ("Florida"), and IMPACT Engineering, Inc., a Washington corporation ("Washington").

### RECITALS

A. Florida is a corporation organized and existing under the laws of the State of Florida, and has authorized capital stock consisting of 1,000 shares of common, fully paid, nonassessable stock with \$1.00 par value, of which 100 shares are issued and outstanding.

B. Washington is a corporation organized and existing under the laws of the State of Washington, and has authorized capital stock consisting of 2,000,000 shares of common, fully paid, nonassessable stock with \$0.001 par value, of which 1,000,000 shares are issued and outstanding.

C. The Boards of Directors of Florida and Washington, respectively, recommend that Florida merge with and into Washington such that the surviving corporation shall be Washington.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, Florida and Washington hereby agree to the following Plan of Merger:

1. **Names of Constituent Corporations.** Florida will merge with and into Washington. The surviving corporation will be IMPACT Engineering, Inc., a Washington corporation.

2. **Terms and Conditions.** The effective date of merger shall be the date upon which the Articles of Merger are filed with the Secretary of State. Upon the effective date of the merger: the separate corporate existence of Florida shall cease; title to all real estate and other property owned by Florida shall be vested in Washington without reversion or impairment; and Washington shall have all liabilities of Florida. Any proceeding pending by or against Florida may be continued as if such merger did not occur and Washington shall be substituted in the proceeding for Florida.

3. **Governing Law.** The laws of the State of Washington shall govern the surviving corporation.

4. **Name.** The name of the surviving corporation will be IMPACT Engineering, Inc., a Washington corporation.

FILED  
99 DEC 14 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5. **Registered Office.** The address of the registered office of the surviving corporation shall be 6716 Eastside Drive N.E., Suite 6, Tacoma, Washington 98422.

6. **Accounting.** The assets and liabilities of Florida and Washington (collectively the "Constituent Corporations") as of the effective date of the merger shall be taken up on the books of Washington at the amounts at which they are carried at that time on the respective books of the Constituent Corporations.

7. **Articles of Incorporation.** The Articles of Incorporation of Washington shall constitute the Articles of Incorporation of the surviving corporation.

8. **Bylaws.** The Bylaws of Washington as of the effective date of the merger shall be the Bylaws of the surviving corporation until the same shall be altered or amended in accordance with the provisions thereof.

9. **Directors.** The directors of Florida as of the effective date of the merger shall be the directors of Washington until their respective successors are duly elected and qualified.

10. **Manner and Basis of Converting Shares.** As of the effective date of the merger:

(a) Each share of Florida common stock, with a par value of \$1.00 per share, issued and outstanding, shall be equivalent to 100,000 shares of common stock with a par value of \$0.001 per share, issued and outstanding, of Washington.

(b) Washington shall convert or exchange each share of Florida common stock for 100,000 shares of the common stock of Washington; provided, however, that no fractional shares of Washington stock shall be issued, and in lieu of the issuance of fractional shares, Washington shall make a payment in cash equal to the value of such fraction, based upon the market value of such common stock on the effective date of the merger.

(c) Any shares of stock of Florida in the treasury of Florida on the effective date of the merger shall be surrendered to Washington for cancellation, and no shares of Washington shall be issued in respect thereof.

(d) On the effective date of the merger, holders of certificates of common stock in Florida shall surrender them to Washington, or its appointed agent, in such manner as Washington legally shall require. Upon receipt of such certificates, Washington shall issue in exchange therefor a certificate of shares of common stock in Washington representing the number of shares of stock to which such holder shall be entitled as set forth above.

(e) In addition, such shareholders shall be entitled to receive any dividends on such shares of common stock of Washington which may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate of such common stock.

11. **Shareholder Approval.** This Plan of Merger shall be submitted to the shareholders of Florida and Washington for their approval. The shareholder meetings shall be held on or before December 8, 1999, or at such other time as the Boards of Directors of Florida and Washington shall agree. After the approval by a vote of each voting group entitled to vote separately on the plan by two-thirds of all the votes entitled on the plan by that voting group, the Articles of Merger shall be filed as required under the laws of the State of Washington.

12. **Rights of Dissenting Shareholders.** Any shareholder of Florida or Washington who has the right to dissent from this merger as provided in RCW 23B.13.020, and who so dissents in accordance with the requirements of RCW 23B.13.210 through RCW 23B.13.280, shall be entitled, upon surrender of the certificate or certificates representing certificated shares or upon imposition of restrictions of transfer of uncertificated shares, to receive payment of the fair value of such shareholder's shares as provided pursuant to RCW 23 B.13.250.

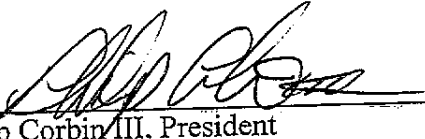
13. **Termination of Merger.** This merger may be abandoned at any time prior to the filing of Articles of Merger with the Secretary of State, upon a vote of a majority of the Board of Directors of both Florida and Washington. If the merger is terminated, there shall be no liability on the part of either Constituent Corporation, the respective Boards of Directors or shareholders.

14. **Merger Under Florida Law.** Florida represents and warrants that this plan to merge Florida with and into Washington is permitted under the laws of the State of Florida, and that Florida has and will comply with the laws of the State of Florida in effecting the Plan of Merger.

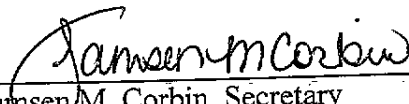
15. **Counterparts.** This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, this Plan of Merger has been adopted by the undersigned corporations as of this 6<sup>th</sup> day of December, 1999.

IMPACT Engineering, Inc., a Florida corporation

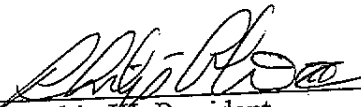
By:   
Philip Corbin III, President

Date 12/6/99

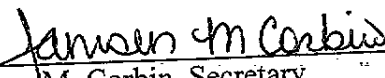
By:   
Tamsen M. Corbin, Secretary

Date 12/6/99

IMPACT Engineering, Inc., a Washington corporation

By:   
Philip Corbin III, President

Date 12/6/88

By:   
Tamsen M. Corbin, Secretary

Date 12/6/99

**ARTICLES OF MERGER**  
**IMPACT ENGINEERING, INC.**  
**a Washington corporation**

FILED  
99 DEC 14 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Merger are dated the 10<sup>th</sup> day of December, 1999.

WHEREAS, a Plan of Merger between IMPACT Engineering, Inc., a Florida corporation, and IMPACT Engineering, Inc., a Washington corporation, was made and entered into as of the 6<sup>th</sup> day of December, 1999.

WHEREAS, the Plan of Merger was approved by the shareholders of IMPACT Engineering, Inc., a Florida corporation, and IMPACT Engineering, Inc., a Washington corporation, on the 8<sup>th</sup> day of December, 1999.

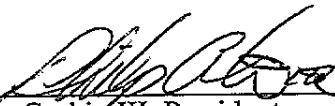
NOW, THEREFORE, IMPACT Engineering, Inc., a Washington corporation, hereby executes these Articles of Merger.

1. The Plan of Merger dated the 6<sup>th</sup> day of December, 1999 is attached hereto as **Exhibit A** and incorporated herein by reference.

2. The merger was duly approved by the shareholders of IMPACT Engineering, Inc., a Florida corporation, pursuant to the laws of the State of Florida, and, in addition, the Plan of Merger was approved by the shareholders of IMPACT Engineering, Inc., a Washington corporation, and by IMPACT Engineering, Inc., a Florida corporation, pursuant to RCW 23B.11.030.

DATED the 10<sup>th</sup> day of December, 1999.

IMPACT ENGINEERING, INC.  
a Washington corporation

By:   
Philip Corbin III, President

ATTEST:

By:   
Its Chairman