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*Effective date
4-1-04*

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TALLAHASSEE, FL
STATE OF FLORIDA
DEPARTMENT OF REVENUE

*Merger
T. Lewis 4/1/04*

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Manuli Merger Co. (name will be changed to
Manuli Hydraulics (Americas) Inc. in connection with the merger
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jack Skinner

(Name of person)

Ice Miller

(Name of firm/company)

One American Square, Box 82001

(Address)

Indianapolis, IN 46282-0002

(City/state and zip code)

For further information concerning this matter, please call:

Jack Skinner _____ at (317) 236-2194
(Name of person) (Area code & daytime telephone number)

- ☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Manuli Merger Co.	Indiana	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Manuli Hydraulics (Americas) Inc.	Florida	P95000073353

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 4 / 1 / 04 (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 March 26, 2004.

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 26, 2004.

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

Typed or Printed Name of Individual & Title

Manuli Merger Co.

Paolo Seghi

Paolo Seghi, President

Manuli Hydraulics

Paolo Seghi

Paolo Seghi, President

(Americas) Inc.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of March 26, 2004 (the "Agreement") between Manuli Merger Co. ("Manuli Indiana"), and Manuli Hydraulics (Americas) Inc. ("Manuli Florida");

WITNESSETH:

WHEREAS, Manuli Indiana is a corporation duly incorporated and validly existing under the laws of the State of Indiana, with 1,000 voting common shares authorized (the "Manuli Indiana Common Shares"), of which 100 are validly issued and outstanding and owned by Manuli Rubber Industries, SpA, an Italian company.

WHEREAS, Manuli Florida is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Florida, with 100,000 shares of voting common stock authorized (the "Manuli Florida Shares"), of which 10,000 shares are validly issued and outstanding and owned by Manuli Rubber Industries, SpA, an Italian company;

WHEREAS, the boards of directors of Manuli Indiana and Manuli Florida have deemed it desirable and in the best interests of Manuli Indiana and Manuli Florida that Manuli Florida be merged (the "Merger") with and into Manuli Indiana (after the Merger, the "New Manuli") pursuant to the terms and conditions contained herein and have each, by resolutions duly adopted, approved this Agreement and the Merger; and

WHEREAS, the shareholder of Manuli Indiana and Manuli Florida has approved this Agreement and the Merger by written consent.

NOW THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements herein contained and for the purpose of prescribing the terms and conditions of the Merger, the manner and basis of converting the Manuli Indiana Shares and the Manuli Florida Shares into shares of the New Manuli, and such other provisions as are deemed necessary or desirable, the parties hereto have agreed, and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

Article I.

The Merger

In accordance with the applicable provisions of the laws of the State of Indiana and the State of Florida, as of the Effective Time, as hereinafter defined, Manuli Florida shall be merged with and into Manuli Indiana, and Manuli Indiana shall be the surviving corporation of the Merger, governed by the laws of the State of Indiana.

Section 1.1. Effective Time. The Merger shall become effective at 11:59 p.m., EST, on the evening of April 1, 2004, and such date and time shall be the "Effective Time" referred to in this Agreement.

Section 1.2. Articles of Merger. As soon as practicable after the execution hereof, Articles of Merger shall be executed by Manuli Indiana and Manuli Florida and filed with the Secretary of State of the State of Indiana as provided in the Indiana Business Corporation Law, and Articles of Merger shall be executed by Manuli Indiana and Manuli Florida and filed with the appropriate authorities in Florida as provided by the Florida Business Corporation Act.

Section 1.3. Other Actions. Manuli Indiana and Manuli Florida shall take all such actions as may be reasonably necessary or appropriate in order to fully effectuate the Merger. If at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement, the officers and directors of the New Manuli shall take all such action.

Section 1.4. Effect of the Merger. As of the Effective Time, Manuli Florida shall be merged with and into Manuli Indiana and the separate corporate existence of Manuli Florida shall cease. The effect of the Merger shall be as provided under the Indiana Business Corporation Law and the Florida Business Corporation Act. The Articles of Incorporation and Bylaws of Manuli Indiana in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation and Bylaws of the New Manuli after the Merger. The directors and officers of the New Manuli shall be as follows:

Officers of New Manuli

President:	Paolo Seghi
Secretary	Luca Coccioli
Treasurer:	Tina Schubert

Board of Directors of New Manuli

Paolo Carugati
Peter Kermond
Paolo Seghi

These directors and officers shall take office as of the Effective Time and shall remain in office until such time thereafter as they may be replaced or removed in accordance with the Certificate of Incorporation and Bylaws of the New Manuli and the applicable provisions of the Indiana Business Corporation Law. The name of the New Manuli as of the effective time shall be Manuli Hydraulics (Americas) Inc.

Article II.

Conversion of Shares

As of the Effective Time, by virtue of the Merger and by operation of law, all the validly issued and outstanding Manuli Florida common shares shall be cancelled, and the 100 validly issued and outstanding Manuli Indiana common shares shall remain outstanding. The certificate for the Manuli Florida common shares that were issued and outstanding prior to the Merger shall be cancelled.

Article III.

Amendment to the Articles of Incorporation of the Surviving Corporation

The Articles of Incorporation of the Surviving Corporation are hereby amended as of the Effective Time to change the name of the Surviving Corporation to Manuli Hydraulics (Americas) Inc.

Article IV.

Tax Treatment

It is intended that the merger qualify as an a reorganization, as defined under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, this Agreement, having first been duly approved by resolutions of the respective Board of Directors of each Manuli Florida and Manuli Indiana and approved by separate written consents of their common shareholder, is hereby executed on behalf of each of Manuli Florida and Manuli Indiana by their respective officers, all as of the date first above written.

Manuli Hydraulics (Americas) Inc.,
a Florida corporation

By: Paolo Seghi
Paolo Seghi, President

Manuli Merger Co.,
an Indiana corporation

By: Paolo Seghi
Paolo Seghi, President

I hereby certify that this Agreement and Plan of Merger has been unanimously adopted and approved by the shareholder of Manuli Hydraulics (Americas) Inc., a Florida corporation, and Manuli Merger Co., an Indiana corporation.

MANULI HYDRAULICS (AMERICAS) INC.
a Florida corporation

By: Luca Coccioni
Luca Coccioni, Secretary

MANULI MERGER CO.
an Indiana corporation

By: Luca Coccioni
Luca Coccioni, Secretary