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P97000027553

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

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CORPORATION(S) NAME

500002379105--1

-12/22/97--01065--015

\*\*\*\*\*140.00 \*\*\*\*\*140.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merge

Corapmer

Aquapula, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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R. AGENT FEE 8.75

C. COPY 148.75

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BALANCE DUE

REFUND

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DIVISION OF CORPORATION

P97000027555

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PURE WATER SYSTEMS OF FLORIDA, INC., a Florida corp. P97000086808  
AQUAPURE OF FLORIDA, INC., a Florida corp. P97000027555  
WISCONSIN AQUAPURE, INC. a Wisconsin corporation not authorized to  
transact business in Florida

INTO

**AQUAPURE, INC.** a Minnesota corporation not qualified in Florida

File date: December 11, 1997

Corporate Specialist: Annette Hogan

*Corapmer*

**ARTICLES OF MERGER OF  
PURE WATER SYSTEMS OF FLORIDA, INC.,  
WISCONSIN AQUAPURE, INC.  
and  
AQUAPURE OF FLORIDA, INC.,  
with and into  
AQUAPURE, INC.**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Wisconsin Statutes §§ 180.1101, 180.1103(1), 180.1105(1) and 180.1107, Florida Statutes §§ 607.1101-607.1107 and Minnesota Statutes § 302A.641, the undersigned, Pure Water Systems of Florida, Inc., a Florida corporation ("Pure Water Systems"), AquaPure of Florida, Inc., a Florida corporation ("AquaPure -- Florida"), Wisconsin AquaPure, Inc., a Wisconsin corporation ("AquaPure -- Wisconsin") and AquaPure, Inc., a Minnesota corporation ("AquaPure -- Minnesota") hereby adopt the following Articles of Merger.

1. The Agreement and Plan of Merger between Pure Water Systems, AquaPure -- Florida, AquaPure -- Wisconsin and AquaPure -- Minnesota dated as of December 9, 1997 (the "Plan of Merger"), as required by Wisconsin Statutes § 180.1103(1), Minnesota Statutes § 302A.641 and Florida Statutes § 607.1102(1) is attached hereto as Exhibit A.

2. There are 100 shares of Pure Water Systems common stock outstanding, 600 shares of AquaPure -- Florida common stock outstanding, 100 shares of AquaPure -- Wisconsin common stock outstanding, and 100,000 shares of AquaPure -- Minnesota common stock outstanding. There are no other classes of common stock of any of the constituent corporations outstanding.

3. The respective Boards of Directors of Pure Water Systems, AquaPure -- Florida, and AquaPure -- Wisconsin and AquaPure -- Minnesota unanimously approved the Plan of Merger on December 9, 1997.

4. The respective shareholders of Pure Water Systems, AquaPure -- Florida, AquaPure -- Wisconsin and AquaPure -- Minnesota unanimously approved the Plan of Merger on December 9, 1997.

5. The surviving corporation of the merger shall be AquaPure -- Minnesota and shall be incorporated in Minnesota.

IN WITNESS WHEREOF, Pure Water Systems, AquaPure -- Florida, AquaPure -- Wisconsin and AquaPure -- Minnesota have caused these Articles of Merger to be executed by their respective officers thereunto duly authorized this 9<sup>th</sup> day of December, 1997.

**PURE WATER SYSTEMS  
OF FLORIDA, INC.**

By: Robert W. Lucas  
Name: Robert W. Lucas  
Title: President Robert W. Lucas

**AQUAPURE OF FLORIDA, INC.**

By: Robert W. Lucas  
Name: Robert W. Lucas  
Title: President Robert W. Lucas

**WISCONSIN AQUAPURE, INC.**

By: Robert W. Lucas  
Name: Robert W. Lucas  
Title: Chairman Robert W. Lucas

**AQUAPURE, INC.**

By: Robert W. Lucas  
Name: Robert W. Lucas  
Title: Chief Executive Officer Robert W. Lucas

Prepared by: Oppenheimer Wolff & Donnelly (TGR)  
Plaza VII Suite 3400  
45 S. Seventh Street  
Minneapolis, Minnesota 55402

EXHIBIT A

PLAN OF MERGER  
of  
PURE WATER SYSTEMS OF FLORIDA, INC.,  
AQUAPURE OF FLORIDA, INC.  
and  
WISCONSIN AQUAPURE, INC.  
with and into  
AQUAPURE, INC.

This Plan of Merger is dated as of December 9, 1997 and is entered into by and among Pure Water Systems of Florida, Inc., a Florida corporation ("Pure Water Systems"), AquaPure of Florida, Inc., a Florida corporation ("AquaPure -- Florida"), Wisconsin AquaPure, Inc., a Wisconsin corporation ("AquaPure -- Wisconsin") and AquaPure, Inc., a Minnesota corporation ("AquaPure -- Minnesota"). Pure Water Systems, AquaPure -- Florida, AquaPure -- Wisconsin and AquaPure -- Minnesota are sometimes referred to herein as the "Constituent Corporations."

RECITALS

The Boards of Directors and shareholders of each of the Constituent Corporations have approved as desirable and in the best interests of each corporation that the Constituent Corporations be merged, with AquaPure -- Minnesota as the surviving corporation, upon the terms and conditions contained in this Plan of Merger.

NOW, THEREFORE, in consideration of the premises and the mutual promises contained herein IT IS AGREED AS FOLLOWS:

1. Surviving Corporation. At the Effective Time of the Merger (as hereinafter defined), Pure Water Systems, AquaPure -- Florida and AquaPure -- Wisconsin shall be merged with and into AquaPure -- Minnesota by a statutory merger (the "Merger") in accordance with the Minnesota Business Corporation Act, the Wisconsin Business Corporation Law and the Florida Business Corporation Act upon the terms and conditions hereinafter expressed. At the Effective Time of the Merger, the separate existence of Pure Water Systems, AquaPure -- Florida and AquaPure -- Wisconsin shall cease and AquaPure -- Minnesota shall be the surviving corporation (the "Surviving Corporation"). The Surviving Corporation shall be qualified to do business in the States of Wisconsin and Florida.
2. Articles of Incorporation. The Articles of Incorporation and Bylaws of AquaPure -- Minnesota shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.
3. Effective Time of Merger. The Merger shall become effective at the time of filing of Articles of Merger (the "Articles of Merger") with the Secretary of State of the State of Minnesota, the Department of Financial Institutions of the State of Wisconsin and the Department of State of the State of Florida, in accordance with Section 302A.641, Subd. 1 of the Minnesota Business Corporation Act, Section 180.1105(1) and Section 180.0123 of the Wisconsin Business Corporation Law and Section 607.1105 of the Florida Business Corporation Act. The date and time when the Merger shall become effective is herein referred to as the

"Effective Time." At the Effective Time, each share of common stock of AquaPure -- Florida, Pure Water Systems, AquaPure -- Wisconsin and AquaPure -- Minnesota shall be canceled.

4. Stock Conversion. The shares of the common stock of AquaPure -- Florida, Pure Water Systems, AquaPure -- Wisconsin and AquaPure -- Minnesota shall be cancelled and the shareholders of the Constituent Corporations shall receive newly issued shares of common stock of the Surviving Corporation (the "Surviving Corporation Common Stock") upon the Merger, without any action on the part of the holder thereof, as set forth on the attached Exhibit A.

5. Surrender of AquaPure -- Florida, Pure Water Systems, AquaPure -- Wisconsin and AquaPure -- Minnesota Stock Certificates. The shareholders of the Constituent Corporations will deliver the share certificates representing all of the issued and outstanding shares of AquaPure -- Florida, Pure Water Systems, AquaPure -- Wisconsin and AquaPure -- Minnesota common stock, duly endorsed in blank for transfer or with stock transfer power forms duly executed in blank attached, and the certificates so surrendered will forthwith be canceled.

6. Termination. Prior to the filing of Articles of Merger, this Plan of Merger may be terminated by agreement of AquaPure -- Florida, Pure Water Systems, AquaPure -- Wisconsin and AquaPure -- Minnesota.

7. Service of Process on AquaPure -- Florida, Pure Water Systems and AquaPure -- Wisconsin. (a) AquaPure -- Florida and Pure Water Systems hereby irrevocably appoint the Secretary of State of Florida as its agent for service of process in any proceeding based upon any cause of action against AquaPure -- Florida or Pure Water Systems arising in Florida prior to the issuance of the certificate of merger by the Florida Secretary of State, and in any proceeding to enforce any obligation or the rights of dissenting shareholders of AquaPure -- Florida or Pure Water Systems against any of them. The address to which process may be forwarded is:

AquaPure, Inc.  
146 West 87th Street  
Bloomington, Minnesota 55420

(b) AquaPure -- Wisconsin hereby irrevocably appoints the Wisconsin Department of Financial Institutions as its agent for service of process in any proceeding based upon any cause of action against AquaPure -- Wisconsin arising in Wisconsin prior to the issuance of the certificate of merger by the Wisconsin Department of Financial Institutions, and in any proceeding to enforce any obligation or the rights of dissenting shareholders of AquaPure -- Wisconsin against any of them. The address to which process may be forwarded is:

AquaPure, Inc.  
146 West 87th Street  
Bloomington, Minnesota 55420

8. Dissenters' Rights. The Surviving Corporation hereby agrees that it will promptly pay to the dissenting shareholders of any of the constituent corporations the amount, if any, to which

they are entitled under § 302A of the Minnesota Statutes, § 180.1302 of the Wisconsin Statutes and § 607.1302 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned constituent corporations have executed this Plan of Merger as of the 9<sup>th</sup> day of December, 1997.

**PURE WATER SYSTEMS  
OF FLORIDA, INC.**

By: Robert W. Lucas  
Name: Robert W. Lucas  
Title: President

**AQUAPURE OF FLORIDA, INC.**

By: Robert W. Lucas  
Name: Robert W. Lucas  
Title: President

**WISCONSIN AQUAPURE, INC.**

By: Robert W. Lucas  
Name: Robert W. Lucas  
Title: Chairman

**AQUAPURE, INC.**

By: Robert W. Lucas  
Name: Robert W. Lucas  
Title: Chief Executive Officer

**Exhibit A** to Plan of Merger dated December \_\_, 1997 among Pure Water Systems of Florida, Inc., a Florida corporation, AquaPure of Florida, Inc., a Florida corporation, Wisconsin AquaPure, Inc., a Wisconsin corporation and AquaPure, Inc., a Minnesota corporation.

Shareholder	Share Ownership of Surviving Corporation
R.W. Lucas	40,000
D. Lucas	23,000
R.H. Lucas	5,000
J. Lucas	7,000
Feickert	15,000
Okkerse	5,000
Sauberlich	2,000