

P97000034933

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PICK-UP WAIT MAIL

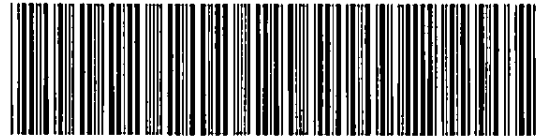
(Business Entity Name)

(Document Number)

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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, Florida Statutes.

FILED DEC 15 AM 9:29

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HARKNESS INDUSTRIES, INC.	Connecticut	N/A

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HARKNESS INDUSTRIES, INC.	Connecticut	N/A
FIMOR NORTH AMERICA, INC.	Florida	P97000034933

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 1/1/2018 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

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 12/6/17.

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 12/6/17.

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)

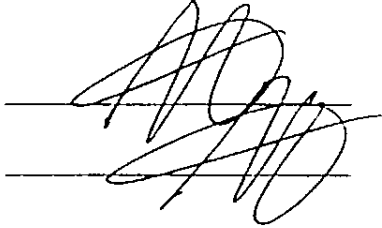
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

HARKNESS INDUSTRIES, INC.



Manuel Zuckerman, President

FIMOR NORTH AMERICA, INC.

Manuel Zuckerman, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
HARKNESS INDUSTRIES, INC.	Connecticut
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
HARKNESS INDUSTRIES, INC.	Connecticut
_____	_____
FIMOR NORTH AMERICA, INC.	Florida
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

See attached Exhibit A

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

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

See attached Exhibit A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached Exhibit A

EXHIBIT A

Terms and Conditions of Merger.

- (a) FIMOR NORTH AMERICA, INC. ("Fimor") shall be merged into HARKNESS INDUSTRIES, INC. ("Harkness").
- (b) The merger shall become effective as of January 1, 2018 at 12:01 A.M. according to Hartford, Connecticut local time (the "Effective Time").
- (b) Harkness shall be the "Surviving Corporation". The corporate identity, existence, purposes, powers, franchises, rights and immunities of Harkness shall continue unaffected and unimpaired by the merger. The Certificate of Incorporation and Bylaws of the Surviving Corporation shall remain unaltered and in full effect in every respect and the duly qualified and elected directors and officers of Harkness immediately prior to the Effective Time shall continue to be the directors and officers of Harkness at the Effective Time.
- (c) The corporate identity, existence, purposes, powers, franchises, rights (legal or otherwise), immunities, patents, trademarks, licenses, registrations and other assets of every kind and description of Fimor shall be transferred to, vested in, devolved upon, and merged into Harkness, and Harkness shall be fully vested therewith without any further act or deed.
- (d) The separate existence of Fimor, except insofar as specifically otherwise provided by law, shall cease at the Effective Time, whereupon Harkness and Fimor shall become a single corporation.
- (e) At the Effective Time, each outstanding common share of Fimor stock shall be canceled.

Manner and Basis of Exchange.

- (a) The manner and basis of converting the shares of Fimor common stock into shares of the Surviving Corporation shall be that, at the Effective Time, holders of Fimor stock shall be issued: (i) one (1) share of Harkness Class A Common Voting Stock of par value \$10.00 for every one hundred twenty (120) shares of Fimor stock held immediately prior to the Effective Time; and (ii) four hundred and fifty-six thousandths (0.456) of a Share Harkness Class B Common Non-Voting Stock of par value \$10.00 for every one (1) share of Fimor stock held immediately prior to the Effective Time.