

Division of Corporations

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MERGER OR SHARE EXCHANGE

IES Consolidation, LLC

Certificate of Status	0
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**STATE OF FLORIDA
ARTICLES OF MERGER OF
FLORIDA FOR PROFIT CORPORATIONS AND
FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Sections 607.1108 and 607.1109 of the Florida Statutes, the undersigned entities submit the following Articles of Merger.

FIRST: The names of the parties to the merger are:

Collier Electric Company, Inc., a Florida corporation,
Daniel Electrical of Treasure Coast, Inc., a Florida corporation,
SEI Electrical Contractor, Inc., a Florida corporation,

and

IES Consolidation, LLC, a Delaware limited liability company (the "Survivor").
Survivor shall be the surviving entity in the merger.

SECOND: An Agreement and Plan of Merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities, in accordance with the requirements of all applicable laws and their respective governing documents, and is attached hereto as Exhibit A and made a part hereof.

THIRD: The merger is to become effective at 11:59 p.m., Central Daylight Time, August 31, 2007.

FOURTH: The Plan of Merger was duly approved by each Florida corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

FIFTH: The Plan of Merger and the performance of its terms were duly authorized and approved by all action required under the laws of the state under which IES Consolidation, LLC was organized.

SIXTH: The Survivor is a member managed company.

SEVENTH: The name of the managing member is Integrated Electrical Services, Inc. (the "Managing Member").

EIGHTH: The principal office address of each of the Survivor and the Managing Member in its state of organization is as follows:

Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

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#P98000086034

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The principal office address of each of the Survivor and the Managing Member is:

1800 West Loop South
Suite 500
Houston, Texas 77027

SEVENTH: The Survivor agrees to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.4359, Florida Statutes.

EIGHTH: The Survivor is an out-of-state entity not qualified to transact business in this state, and the Survivor:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of Section 48.181, Florida Statutes:

Street address: 1800 West Loop South, Suite 500
Houston, Texas 77027

Mailing address: 1800 West Loop South, Suite 500
Houston, Texas 77027

b). Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under Sections 608.4351-608.43595, Florida Statutes.

IN WITNESS WHEREOF, the Survivor and the Merged Corporations have caused this certificate to be signed by an authorized person the 28th day of August, 2007.

**IES CONSOLIDATION, LLC, a
Delaware limited liability company**

By: Curt L. Warnock
Curt L. Warnock, Vice President and
Authorized Person

COLLIER ELECTRIC COMPANY,
INC., a Florida corporation

By: Curt L. Warnock
Curt L. Warnock, Vice President and
Authorized Person

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**DANIEL ELECTRICAL OF TREASURE
COAST, INC., a Florida corporation**

By: Curt L. Warnock
Curt L. Warnock, Vice President and
Authorized Person

**SEI ELECTRICAL CONTRACTOR,
INC., a Florida corporation**

By: Curt L. Warnock
Curt L. Warnock, Vice President and
Authorized Person

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CARBONATES 94.2

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger ("Agreement") dated August 8, 2007 by and among IES Consolidation, LLC, a Delaware limited liability company ("Survivor"), Collier Electric Company, Inc., SEI Electrical Contractor, Inc., and Daniel Electrical of Treasure Coast, Inc., each of which is a Florida corporation (collectively, the "Merged Corporations");

WHEREAS, Survivor is a limited liability company duly formed and validly existing under the laws of the State of Delaware, all of whose membership interest is owned by Integrated Electrical Services, Inc. ("IES");

WHEREAS, the Merged Corporations are corporations duly formed and validly existing under the laws of the State of Florida, and all of the issued and outstanding shares of the Merged Corporations are wholly-owned by IES; and

WHEREAS, the sole member of the Survivor, IES, and the boards of directors of each of the Merged Corporations deem it advisable that the Merged Corporations merge with and into Survivor on the terms and subject to the conditions set forth herein and in accordance with the laws of the States of Delaware and Florida ("Merger") and that the shares of the Merged Corporations be canceled upon consummation of the Merger as set forth herein.

NOW, THEREFORE, in consideration of the mutual promises set forth in this Agreement, the parties agree as follows:

Section 1

Effect of Merger; Manner and Basis of Canceling Stock

A. At the Effective Time (defined in Section 2 below), the Merged Corporations will be merged with and into Survivor and the separate legal existences of the Merged Corporations will cease (except as may be continued by operation of law), and Survivor will continue as the surviving limited liability company, all with the effects provided by applicable law.

B. At the Effective Time, Survivor shall be subject to all the debts and liabilities of the Merged Corporations in the same manner as if the Survivor had itself incurred them. All rights of creditors and all liens upon the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Merger.

C. Survivor will carry on its business with its assets as well as with the assets of the Merged Corporations, and shall be governed by the Certificate of Formation ("Certificate") and Company Agreement ("Company Agreement") of Survivor. The Certificate and Company Agreement shall not be affected by the Merger. The sole member of the Survivor shall continue to manage the surviving limited liability company.

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D. At the Effective Time, all of the shares, obligations or other securities of the Merged Corporations, together with any right to acquire any such shares, obligations or other securities, shall be canceled automatically and without the need for replacing evidence of such shares.

E. The present officers of Survivor shall continue to serve as the officers of the surviving limited liability company on and after the Effective Time until the sole member of the surviving limited liability company shall otherwise determine.

F. The executed Agreement shall be kept on file at the office of the surviving limited liability company located at 1800 West Loop South, Suite 500, Houston, TX 77027. A copy of the Agreement will be furnished by Survivor on request, without cost, to any shareholder or member of the parties to the Merger.

G. The name and business address of the managing member of the Survivor is Integrated Electrical Services, Inc., 1800 West Loop South, Suite 500, Houston, TX 77027.

Section 2

Effective Time

The Effective Time is 11:59 p.m., Central Daylight Time, August 31, 2007 ("Effective Time"). For purposes of the Certificate of Merger to be filed with the Delaware Secretary of State, the Effective Time will be stated as 12:59 a.m., Eastern Daylight Time, September 1, 2007.

Section 3

Miscellaneous

A. *Binding Effect of Agreement.* Nothing in this Agreement, express or implied, is intended to confer on any party, other than the parties hereto and their respective permitted assigns, any rights, remedies, obligations, or liabilities under or by reason of this Agreement, and no person who is not a party to this Agreement may rely on the terms except as otherwise set out. This Agreement (1) constitutes the entire agreement between the parties relating to the subject matter hereof and (2) supersedes all previous understandings and agreements between the parties relating to the subject matter hereof, both oral and written. The terms and conditions of this Agreement will be binding on and inure to the benefit of the respective successors and permitted assigns of the parties hereto.

B. *Assignment.* No party to this Agreement may assign its rights or delegate its obligations hereunder without the prior written consent of each party. Any such attempted assignment will be void *ab initio*. Subject to the preceding sentences, this Agreement will be binding on and inure to the benefit of the parties and their respective successors and assigns.

C. *Amendment of Agreement.* This Agreement may be amended or modified only by written instrument duly executed by each of the parties hereto.

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D. *Applicable Law.* This Agreement is made pursuant to, will be construed under, will be enforced by, and will be conclusively deemed for all purposes to have been executed and delivered under the laws of the State of Delaware without reference to conflicts of laws.

E. *Counterparts.* This Agreement may be executed in two or more counterparts, each of which will be deemed an original and all of which will constitute one instrument.

F. *Severability.* If any provision of this Agreement is held to be illegal, invalid, or unenforceable under present or future laws effective during the term hereof, the legality, validity, and enforceability of the remaining provisions of this Agreement will not be affected thereby, and in lieu of the illegal, invalid, or unenforceable provision, there will be added automatically as a part of this Agreement a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be legal, valid, and enforceable.

G. *Waiver.* No term or provision of this Agreement may be waived or modified unless such waiver or modification is in writing and executed by all the parties hereto. Any waiver by any party hereto of a breach or failure to perform will not constitute a waiver of any subsequent breach or failure.

H. *Further Assurances.* The parties agree to take further actions and execute and deliver other documents, certificates, agreements, and other instruments as may be reasonably necessary or desirable to implement transactions contemplated by this Agreement.

I. *Section Headings.* The headings contained in this Agreement are for reference purposes only and will not affect in any way the meaning or interpretation of this Agreement.

J. *Gender and Number of Words.* When the context requires, the gender of all words used in this Agreement includes the masculine, feminine, and neuter, and the number of all words includes the singular and the plural.

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MERGED CORPORATIONS:

**COLLIER ELECTRIC COMPANY,
INC.;
SEI ELECTRICAL CONTRACTOR,
INC.; and
DANIEL ELECTRICAL OF
TREASURE COAST, INC.**

By: 
Curt L. Warnock, Vice President

SURVIVOR:

IES CONSOLIDATION, LLC

By: 
Curt L. Warnock, Vice President

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