

S51913

ARTICLES OF MERGER
Merger Sheet

MERGING:

PHOENIX MANUFACTURING, INC., a Florida corporation, V21153

INTO

PHOENIX PRODUCTS, INC. which changed its name to

PHOENIX MANUFACTURING, INC., a Florida corporation, S51913

File date: December 23, 1996, effective January 1, 1997

Corporate Specialist: Darlene Connell

S51913

TODD A. STERZOY
Holland and Knight

(Requestor's Name)	
315 South Calhoun Street	Suite 600
(Address)	
Tallahassee, Florida 32302	
(City, State, Zip)	(Phone #)
425-5625	

300002036153--8
-12/23/96--01033--008
***122.50 ***122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Phoenix Manufacturing, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
96 DEC 23 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☒ Walk in ☒ Pick up time 12-23-96
3:30 ☒ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

merger
w/ change
12/24/96
[Signature]

Examiner's Initials [Signature]

**ARTICLES OF MERGER
OF
PHOENIX MANUFACTURING, INC., A FLORIDA CORPORATION
WITH AND INTO
PHOENIX PRODUCTS, INC., A FLORIDA CORPORATION**

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TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are made this 19th day of December, 1996, by and between PHOENIX MANUFACTURING, INC., a Florida corporation ("Terminating Corporation") and PHOENIX PRODUCTS, INC., a Florida corporation ("Surviving Corporation").

The undersigned corporations, in accordance with Section 607.1105, Florida Statutes, and in consideration of the premises and the mutual agreements and covenants herein contained, hereby adopt these Articles of Merger and agree as follows:

ARTICLE I. The plan of merger is as follows:

1.1 The parties to these Articles of Merger are Terminating Corporation and Surviving Corporation. Terminating Corporation shall be merged with and into Surviving Corporation, with Surviving Corporation continuing to exist under, and to be governed by, the laws of the State of Florida.

1.2 The manner and basis of exchanging and converting the issued stock of Terminating Corporation into shares of Surviving Corporation are as follows: each share of issued and outstanding common stock of Terminating Corporation shall be converted into 4.32 shares of common stock of Surviving Corporation. No fractional shares in Surviving Corporation will be issued; fractional interests will be rounded to the nearest full share. All shares of Terminating Corporation shall be cancelled and extinguished.

1.3 On the effective date of the Merger, the separate existence of Terminating Corporation shall cease (except to the extent continued by the statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description shall be transferred to, vest in, and devolve upon Surviving Corporation, without further act or deed. Confirmatory deeds, assignments of other like instruments, when deemed desirable by Surviving Corporation to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of Terminating Corporation by the last acting officers thereof, or by the corresponding officers of Surviving Corporation.

1.4 The name of Surviving Corporation will be changed to be Phoenix Manufacturing, Inc.

1.5 Except as modified in accordance with Section 1.4 above, the Articles of Incorporation of Surviving Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Surviving Corporation.

1.6 Surviving Corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders hereby are subject to this reservation.

1.7 The Bylaws of Surviving Corporation, as such Bylaws exist on the effective date of the Merger, shall remain the Bylaws of Surviving Corporation until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

1.8 The taxpayer identification number of Surviving Corporation (59-3066372) shall continue to be the taxpayer identification number of Surviving Corporation.

1.9 From and after the effective date of the Merger, the officers and directors of Surviving Corporation shall be consistent with the officers and directors of Surviving Corporation prior to the Merger. Officers and directors of Surviving Corporation shall hold office subject to provisions of applicable law.

ARTICLE II. The Agreement and Plan of Merger and these Articles of Merger were duly adopted and approved by written consent in lieu of a special meeting of the board of directors of Terminating Corporation, pursuant to Section 607.0821, Florida Statutes, dated December 19, 1996. The Agreement and Plan of Merger and these Articles of Merger were duly adopted and approved by written consent in lieu of a special meeting of the board of directors of Surviving Corporation, pursuant to Section 607.0821, Florida Statutes, dated December 19, 1996. Approval of the Merger by the shareholders of Terminating Corporation was obtained pursuant to a written consent in lieu of a special meeting of the shareholders, dated December 19, 1996, pursuant to Section 607.0704, Florida Statutes. Approval of the Merger by the shareholders of Surviving Corporation was obtained pursuant to a written consent in lieu of a special meeting of the shareholders, dated December 19, 1996, pursuant to Section 607.0704, Florida Statutes.

ARTICLE III. The effective date of the Merger shall be January 1, 1997.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of the date first written above.

TERMINATING CORPORATION:

PHOENIX MANUFACTURING, INC., a Florida corporation

By: Caroline K. Beck
Caroline K. Beck, President

SURVIVING CORPORATION:

PHOENIX PRODUCTS, INC., a Florida corporation

By: Caroline K. Beck
Caroline K. Beck, President

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