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**EFFECTIVE DATE**  
03-31-10

RECEIVED

10 MAR 29 PM 3:12

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

10 MAR 29 PM 4:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*

C.COULLETTE

MAR 31 2010

EXAMINER

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Goodman Distribution, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Charles L. Cooper, Jr., Esq.  
Contact Person

Bryant Miller Olive  
Firm/Company

101 North Monroe Street, Suite 900  
Address

Tallahassee, Florida 32301  
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Pamela K. Bailey, FRP, Paralegal  
Name of Contact Person

At ( 850 ) 222-8611  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

## ARTICLES OF MERGER

THE UNDERSIGNED hereby make and file these Articles of Merger in accordance with Sections 607.1104, 607.1105, and 607.1107 Florida Statutes (2009), regarding the merger by Goodman Global Holdings, Inc., a Delaware corporation (the "Parent") of its wholly-owned subsidiary corporation, Goodman Distribution Southeast, Inc., a Florida corporation ("GDS"), with and into another of its wholly-owned subsidiary corporations, Goodman Distribution, Inc., a Texas corporation authorized to do business in Florida ("GDI"), pursuant to a share exchange with GDI to be the surviving corporation. The Parent, GDS and GDI are sometimes referred to collectively herein as the "corporations".

### Article I Plan of Merger

**EFFECTIVE DATE**  
03-31-10

GDS is hereby merged with and into GDI, pursuant to the Agreement and Plan of Merger of even date herewith (the "Plan"), a copy of which is attached hereto as Exhibit "A" and by this reference made a part hereof.

### Article II Effective Date

The effective date of the merger shall be March 31, 2010.

### Article III Corporate Authorizations and Approvals

The Parent owns more than eighty percent (80%) of the outstanding shares of the capital voting common stock of each of GDS and GDI. Therefore, pursuant to Section 607.1104(1)(a), Florida Statutes (2009), the approval of the shareholders of the corporations is not required.

The merger of GDS with and into GDI in accordance with the Plan has been duly authorized and approved by resolutions of the respective boards of directors of: (i) the Parent, which approval was effective on March 26, 2010; (ii) GDS, which approval was effective on March 26, 2010; and (iii) GDI, which approval was effective on March 26, 2010. Such approval by the respective boards of directors of the corporations is sufficient under Florida law to authorize the merger.

**FILED**  
10 MAR 29 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

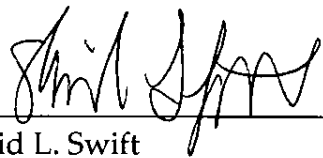
Article IV  
Compliance with Section 607.1107

The corporations have complied with the requirements of Section 607.1107, Florida Statutes (2009), relating to the merger of a Florida corporation with and into a foreign corporation. GDI is duly authorized to conduct business in the State of Florida.

THE UNDERSIGNED have hereunto set their respective hands as of this 26<sup>th</sup> day of March, 2010.

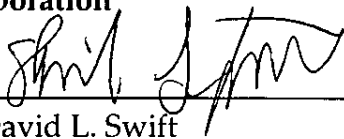
PARENT:

**Goodman Global Holdings, Inc., a Delaware corporation**

By:   
Name: David L. Swift  
Title: President and Chief Executive Officer

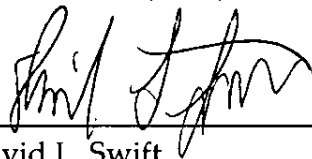
GDS:

**Goodman Distribution Southeast, Inc., a Florida corporation**

By:   
Name: David L. Swift  
Title: President and Chief Executive Officer

GDI:

**Goodman Distribution, Inc., a Texas corporation**

By:   
Name: David L. Swift  
Title: President and Chief Executive Officer

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement and Plan of Merger"), dated as of March 26, 2010, is between Goodman Distribution, Inc., a Texas corporation ("Distribution"), and Goodman Distribution Southeast, Inc., a Florida corporation ("Southeast").

A. Distribution and Southeast are direct wholly-owned subsidiaries of Goodman Global Holdings, Inc. (the "Shareholder").

B. The Board of Directors of Distribution, the Board of Directors of Southeast, and the Shareholder deem it desirable and in the best interests of the respective entities and their shareholders that Southeast be merged into and with Distribution (the "Merger"), such that Distribution will be the Surviving Corporation of the Merger (the "Surviving Corporation"), as authorized by the statutes of the State of Texas and the State of Florida and under and pursuant to the terms and conditions set forth in this Agreement and Plan of Merger;

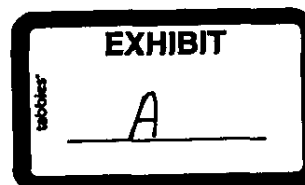
NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the terms and conditions set forth in this Agreement and Plan of Merger, the parties agree as follows:

1. The name and state of formation of each of the entities proposing to merge are:

<u>Name</u>	<u>State of Formation</u>
Goodman Distribution, Inc.	Texas
Goodman Distribution Southeast, Inc.	Florida

2. On the Effective Date (as defined below), Southeast will merge with and into Distribution, and Distribution will survive the Merger as the surviving corporation (the "Surviving Corporation") pursuant to, and will be deemed to continue to exist under and be governed by, the provisions of the Texas Business Organizations Code. The address of the registered or principal office of the Surviving Corporation in its state of organization will continue to be the same address as prior to the effective date of the Merger. Upon the effective date of the Merger, (a) the separate existence of Southeast will cease and terminate, (b) all rights, title and interest to all real estate and other property of every type and nature, of Southeast will be allocated and vested, subject to any existing liens or other encumbrances, in the Surviving Corporation without (i) reversion or impairment, (ii) any further act or deed, and (iii) any transfer or assignment having occurred, and (c) all of the liabilities and obligations of Southeast, if any, will be allocated to, and be the liabilities and obligations of, the Surviving Corporation.

3. The Certificate of Formation and Bylaws of Distribution in effect immediately prior to the effective date of the Merger will, upon the Merger becoming effective, be the Certificate of Formation and Bylaws of the Surviving Corporation without any further changes until the same are altered, amended, or repealed or until a new Certificate of Formation or new Bylaws, as the case may be, are adopted as provided therein and by law.



4. The names and addresses of the persons who will constitute the directors and officers of the Surviving Corporation are those names and addresses of the persons who constitute the directors and officers, respectively, of Distribution immediately prior to the effective date of the Merger.

5. Without any action on the part of either of Distribution or Southeast, the outstanding shares of Distribution and the outstanding shares of Southeast will be converted, exchanged or cancelled as follows:

(a) Outstanding Shares of Stock of Distribution: All of the shares of capital stock of every class of Distribution that are issued and outstanding immediately the effective date of the Merger will continue to be issued, outstanding, fully paid and non-assessable.

(b) Outstanding Shares of Southeast: All of the shares of capital stock of every class of Southeast that are issued and outstanding at the effective time will be automatically cancelled.

6. Upon the approval of this Agreement and Plan of Merger by the shareholders of Distribution and Southeast under the applicable laws of the State of Texas and the State of Florida, Distribution and Southeast shall execute, file and record all documents, and take all actions, that are required in order to accomplish the Merger under the provisions of the applicable laws.

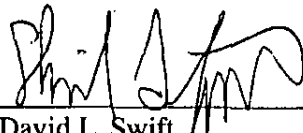
7. This Agreement and Plan of Merger may be terminated and abandoned by action of the Board of Directors of Distribution or the Board of Directors of Southeast at any time prior to the filing and recording of all required documents under the laws of the State of Texas, whether before or after approval by the respective owners of the parties hereto.

8. The Merger will become effective 11:59 p.m. on March 31, 2010.

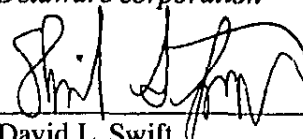
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by their respective officers or authorized representatives effective on and as of the date above written.

**GOODMAN DISTRIBUTION, INC.,**  
*a Texas corporation*

By:   
Name: David L. Swift  
Title: Chief Executive Officer

**GOODMAN DISTRIBUTION SOUTHEAST, INC.,** *a Delaware corporation*

By:   
Name: David L. Swift  
Title: Chief Executive Officer