

P25769

ARTICLES OF MERGER
Merger Sheet

MERGING:

HANCOR DRAINAGE SYSTEMS, INC., a Florida corporation, L05238

into

HANCOR, INC., an Ohio corporation P25769

File date: July 18, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

P25769



ACCOUNT NO. : 072100000032
REFERENCE : 465978 4308508
AUTHORIZATION : Patricia Pizant
COST LIMIT : \$ 70.00

ORDER DATE : July 17, 1997

ORDER TIME : 11:41 AM

ORDER NO. : 465978-005

500002241575--1

CUSTOMER NO: 4308508

CUSTOMER: Keirsten Riedel, Legal Asst
Jones Day Reavis & Pogue
North Point
901 Lakeside Avenue
Cleveland, OH 44114

ARTICLES OF MERGER

HANCOR DRAINAGE SYSTEMS, INC.

INTO

HANCOR, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

7/18
Warren Whittaker

FILED
97 JUL 18 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 JUL 18 PM 12:07
DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032

REFERENCE : 465978 4308508

AUTHORIZATION :

COST LIMIT :

Patricia Pizut
\$ ~~122.50~~
\$ 52.50

ORDER DATE : July 17, 1997

ORDER TIME : 11:41 AM

ORDER NO. : 465978-005

CUSTOMER NO: 4308508

CUSTOMER: Keirsten Riedel, Legal Asst
Jones Day Reavis & Pogue
North Point
901 Lakeside Avenue
Cleveland, OH 44114

500002243025--5

ARTICLES OF MERGER

HANCOR DRAINAGE SYSTEMS, INC.

INTO

HANCOR, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: *Jon CL*

ARTICLES OF MERGER
OF
HANCOR DRAINAGE SYSTEMS, INC.
AND
HANCOR, INC.

FILED
97 JUL 18 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger:

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Hancor Drainage Systems, Inc. with and into Hancor, Inc. as approved by the Sole Director of Hancor Drainage Systems, Inc. on July 15, 1997 and adopted by written action of the Board of Directors of Hancor, Inc. on July 3, 1997.
2. The merger of Hancor Drainage Systems, Inc. with and into Hancor, Inc. is permitted by the laws of the jurisdiction of organization of Hancor, Inc. and has been authorized in compliance with said laws. The date of adoption of the Agreement and Plan of Merger by the Board of Directors of Hancor, Inc. was July 3, 1997.
3. Shareholder approval was not required for the merger.
4. The effective time and date of the merger herein provided for in the State of Florida shall be the later of (i) the filing of the Certificate of Merger with the Secretary of State of Ohio and (ii) the filing of the Articles of Merger with the Department of State of Florida.

Executed on JULY 15 1997.

HANCOR DRAINAGE SYSTEMS, INC.

By: *Frederick Kremer, Jr.*
Name: FREDERICK KREMER, JR.
Capacity: CHAIRMAN

HANCOR, INC.

By: *Frederick Kremer, Jr.*
Name: FREDERICK KREMER, JR.
Capacity: CHAIRMAN

EXHIBIT A

AGREEMENT AND PLAN OF MERGER OF

Hancor Drainage Systems, Inc.,
a Florida corporation, and

Hancor, Inc., an Ohio corporation

WHEREAS, Hancor, Inc. ("Parent"), a corporation organized and existing under the laws of the State of Ohio, owns all of the outstanding shares of common stock of Hancor Drainage Systems, Inc. ("Subsidiary"), a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the Board of Directors of Parent deems it advisable for the general welfare and advantage of Parent and Subsidiary that Subsidiary be merged into Parent; and

WHEREAS, none of the conditions set forth in divisions (D) (1), (2), (3) and (4) of § 1701.78 of the OGCL exist;

NOW, THEREFORE, the Directors of each of Parent and Subsidiary have adopted by written action without a meeting, in accordance with § 1701.54 of the Ohio General Corporation Law (the "OGCL") and in the manner prescribed in Florida by § 607.0821 of the Florida Business Corporation Act (the "FBCA"), resolutions approving this Agreement and Plan of Merger (the "Agreement") and the merger of Subsidiary with and into Parent, in accordance with § 1701.80 of the OGCL and § 607.1104 of the FBCA, respectively.

TERMS AND CONDITIONS

1. Parties to Merger. At the Effective Time (as defined in Section 5), Subsidiary shall be merged with and into Parent, in accordance with § 1701.80 of the OGCL and the terms and conditions of this Agreement, and the separate corporate existence of Subsidiary shall cease (such transaction being hereinafter referred to as the "Merger"). The corporate existence of Parent shall continue unimpaired and unaffected by the Merger.

2. Shares; Share Ownership. Subsidiary has authorized a total of 10 shares of its single class of capital stock, par value \$10.00 per share. A total of 10 shares of stock of Subsidiary are issued and outstanding, 100% of which are owned by Parent.

3. Conversion of Shares. Each share of stock of Subsidiary issued and outstanding or in the treasury of the Subsidiary shall be retired or canceled at the Effective Time of the Merger, and no shares of stock of Parent shall be issued in exchange therefor. Each share of stock of Parent issued and

outstanding or in the treasury of Parent at the Effective Time of the Merger shall continue to be one such share of the surviving corporation (the "Surviving Corporation").

4. Waiver of Mailing Requirement. The mailing of the Agreement by Parent to each shareholder of Subsidiary, as required by § 607.1104(2) of the FBCA, is hereby waived by the undersigned.

5. Filing and Effective Time. A Certificate of Merger, and such other documents and instruments as are required by, and complying in all respects with, the OGCL and the FBCA shall be delivered to the appropriate state officials for filing. The Merger shall become effective upon the later of (i) the filing of the Certificate of Merger with the Secretary of State of Ohio and (ii) the filing of the Articles of Merger with the Secretary of State of Florida (the "Effective Time").

5. Articles of Incorporation and Regulations. The articles of incorporation and regulations of Parent in effect immediately prior to the Effective Time shall continue to be the articles of incorporation and regulations of the Surviving Corporation, until amended in accordance with applicable law.

6. Directors and Officers. From and after the Effective Time, the directors and the officers of Parent shall continue to be the directors and the officers of the Surviving Corporation. Each such director or officer shall hold office until the expiration of his or her term of office, or earlier death, resignation or removal, in accordance with the articles of incorporation and regulations of Parent and applicable law.

7. Termination. At any time prior to the filing of the Certificate of Merger, this Agreement may be terminated and abandoned by the Board of Directors of Parent. In the event of such termination and abandonment of this Agreement, this Agreement shall become void and of no effect.

EXECUTED this 15th day of ~~June~~ JULY, 1997.

HANCOR, INC.

By: Frederick Kremer, Jr.
Name: Frederick Kremer, Jr.
Title: Chairman

HANCOR DRAINAGE SYSTEMS, INC.

By: Frederick Kremer, Jr.
Name: FREDERICK KREMER, JR.
Title: CHAIRMAN