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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

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CORPORATIONS DIV
2009 DEC 24 PM 12:02

ARTICLES OF MERGER OR CONSOLIDATION INTO

Schroff, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (**check one box only**) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

<u>Name of entity</u>	<u>Type of entity</u>	<u>State under which entity is organized</u>
Schroff, Inc.	business corporation	Rhode Island
Pentair Electronic Packaging Company <i>P Q</i>	business corporation	Minnesota

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
- c. The full name of the surviving or new entity is Schroff, Inc.
which is to be governed by the laws of the state of Rhode Island
- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (**Attach Plan of Merger or Consolidation**)
- e. If the surviving entity's name has been amended via the merger, please state the new name:
Pentair Technical Products, Inc.
- f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:
- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing Effective 12:01 a.m. on January 1, 2010
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SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....
SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Schroff, Inc.

Print Entity Name

By: _____

Name of person signing

Angela D. Lageson, Assistant Secretary

Title of person signing

By: _____

Name of person signing

Title of person signing

Pentair Electronic Packaging Company

Print Entity Name

By: _____

Name of person signing

Angela D. Lageson, Assistant Secretary

Title of person signing

By: _____

Name of person signing

Title of person signing

**ARTICLES AND PLAN OF MERGER
OF
PENTAIR ELECTRONIC PACKAGING COMPANY
AND
SCHROFF, INC.**

Pursuant to Chapter 302A.601 et seq. of the Minnesota Business Corporations Act and Part 7-1.2-1001 of the Rhode Island Business Corporation Act, each of the undersigned companies do hereby sign and adopt the following Articles and Agreement and Plan of Merger for the purpose of merging Pentair Electronic Packaging Company, a Minnesota corporation, with and into Schroff, Inc., a Rhode Island corporation.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of this 22nd day of December, 2009, by and between Pentair Electronic Packaging Company, a Minnesota corporation ("Merging Company"), and Schroff, Inc., a Rhode Island corporation ("Surviving Company");

WHEREAS, Surviving Company is a wholly owned subsidiary of Merging Company;

WHEREAS, Merging Company is a wholly owned subsidiary of Pentair Technical Products Holdings, Inc., a Delaware corporation ("Parent Company");

WHEREAS, this Agreement and Plan of Merger is being executed in connection with the Plan of Reorganization adopted by the Board of Directors of Parent Company, dated effective December 21, 2009; and

WHEREAS, in the judgment of the respective Boards of Directors of Merging Company and Surviving Company, it is the best interests of each company and their sole shareholder to merge Merging Company with and into Surviving Company;

NOW, THEREFORE, it is hereby agreed in accordance with the applicable provisions of the laws of the State of Minnesota and the State of Rhode Island, that Merging Company shall be merged with and into Surviving Company, and Surviving Company shall survive the merger, and that the agreement and plan of merger and the terms and conditions of the merger shall be as follows:

1. Merger. Merging Company and Surviving Company agree to merge.
2. Surviving Company. Surviving Company shall be the surviving company and its corporate identity, existence, purposes, powers, franchises, and immunities shall continue unaffected and unimpaired by the merger. The name of the Surviving Company shall be **Pentair Technical Products, Inc.** The duly qualified and acting directors of Surviving Company, immediately prior to the time of the effective date of the merger, shall be the directors of the Surviving Company. Upon the effective date of the merger, the corporate identity, existence,

purposes, powers, franchises, rights and immunities of Merging Company, together with all of its assets and subject to all of its debts and liabilities, shall be merged into Surviving Company, and Surviving Company shall be fully vested therewith, and the separate existence of Merging Company, except as otherwise provided by law, shall cease.

3. Articles of Incorporation of the Surviving Company. The Articles of Incorporation and the Bylaws of Surviving Company shall remain in effect unaltered as the Articles of Incorporation and the Bylaws of the Surviving Company, except for the following:

Article I of the Articles of Incorporation shall be amended as follows:

“The name of the corporation is Pentair Technical Products, Inc.”

4. Disposition of Shares. Since Parent Company owns all of the issued and outstanding shares of Merging Company and Merging Company owns all of the issued and outstanding shares of Surviving Company, upon the effective date of the merger, all issued and outstanding shares of the Merging Company and all rights in respect thereof, shall be canceled forthwith without any action on the part of Parent Company, the holder thereof.

5. Effective Date. The merger shall become effective at 12:01 A.M. on January 1, 2010.

6. Record of Agreement. An executed copy of this Agreement and Plan of Merger shall be kept on file at the corporate office of Surviving Company, 5500 Wayzata Boulevard Suite 800, Golden Valley, MN, 55416, and shall be made available on request to any shareholder of either company.

7. Approval. The above described Agreement and Plan of Merger was approved by the sole shareholder of Merging Company and Surviving Company in accordance with Sections 302A.613 and 302A.441 of the Minnesota Business Corporations Act and Sections 7-1.2-1002 and 7-1.2-707 of the Rhode Island Business Corporation Act. The Agreement and Plan of Merger was also approved by unanimous written action of the Board of Directors of Merging Company and Surviving Company in accordance with Sections 302A.613 and 302A.239 of the Minnesota Business Corporations Act and Sections 7-1.2-1001 and 7-1.2-810 of the Rhode Island Business Corporation Act.

8. Consent to Service of Process. Surviving Company hereby agrees that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of a constituent organization and in a proceeding for enforcement of the rights of a dissenting shareholder of a constituent corporation against the surviving corporation. Surviving Company hereby irrevocably appoints the Secretary of State of the State of Minnesota as its agent to accept service of process in any such proceeding. A copy of such process may be mailed by the Secretary of State of Minnesota to Surviving Company at the following address:

Pentair Technical Products, Inc.
c/o Pentair, Inc.
5500 Wayzata Blvd., Suite 800
Golden Valley, MN 55416-1259
Attn: General Counsel

or to such other address as may hereafter be designated in writing by Surviving Company to the Minnesota Secretary of State.

9. Dissenting Shareholders. Surviving Company hereby agrees that it will promptly pay to the dissenting shareholders of each domestic constituent corporation the amount, if any, to which they shall be entitled under section 302A.473.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger effective as of December 22, 2009.

**PENTAIR ELECTRONIC PACKAGING
COMPANY**



Angela D. Lageson, Assistant Secretary

SCHROFF, INC.



Angela D. Lageson, Assistant Secretary