

Filing Fee: See Instructions

ID Number: 000046981



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

2016 DEC 21 PM 1:35
RI SOS

ARTICLES OF MERGER OR CONSOLIDATION INTO

ITT Goulds Pumps, 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 [X] 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:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include ITT Homeann USA, Inc. (Rhode Island) and ITT Goulds Pumps, Inc. (Delaware).

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 ITT Goulds Pumps, Inc. which is to be governed by the laws of the state of Delaware

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:

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: 1133 Westchester Avenue, White Plains, NY 10604

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

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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BY 291432 A.A. 1:36pm

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.

.....
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.

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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.

ITT Goulds Pumps, Inc.

Print Entity Name

By: *[Signature]* Vice President and Assistant Secretary
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

ITT Bornemann USA, Inc.

Print Entity Name

By: *[Signature]* Vice President, Tax and Assistant Treasurer
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

**AGREEMENT AND PLAN OF MERGER
MERGING
ITT BORNEMANN USA, INC.
(a Rhode Island corporation)
INTO
ITT GOULDS PUMPS, INC.
(a Delaware corporation)**

THIS AGREEMENT AND PLAN OF MERGER dated as of December 21, 2016 (the "Plan of merger"), has been duly adopted by ITT GOULDS PUMPS, INC., a corporation formed under the laws of the State of Delaware (the "Surviving Company"), by resolution of its shareholder and by its Board of Directors, and by ITT BORNEMANN USA, INC., a corporation formed under the laws of the State of Rhode Island (the "Merging Company"), by resolution of its shareholder and by its Board of Directors.

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The Merging Company shall, pursuant to the provisions of the laws of the State of Rhode Island and the State of Delaware, be merged with and into the Surviving Company, which shall be the surviving entity in the merger and which shall continue to exist under its present name pursuant to the provisions of the Delaware General Corporation Law (the "Merger"). The separate existence of the Merging Company shall cease upon the effective date of the merger in accordance with the provisions of the Rhode Island Business Corporation Act.

2. The Certificate of Incorporation and the Bylaws of the Surviving Company at the effective time and date of the Merger shall be the Certificate of Incorporation and the Bylaws of said Surviving Company and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

3. The directors and officers in office of the Surviving Company upon the effective date of the Merger in the jurisdiction of its organization shall continue to be the members of the Board of Directors and the officers of the Surviving Company, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Company.

4. Each of the issued shares of capital stock of the Merging Company outstanding immediately before the effective time and date of the Merger shall be cancelled without consideration. The issued shares of capital stock of the Surviving Company outstanding immediately prior to the effective time and date of the Merger shall not be converted or exchanged in any manner, but each said share which is issued as of the complete effective date of the Merger shall continue to represent one issued share of the Surviving Company.

5. In the event that the Merger of the Merging Company with and into the Surviving Company shall have been fully authorized in accordance with the provisions of the Rhode Island Business Corporation Act and in accordance with the provisions of the Delaware General Corporation Law, the Merging Company and the Surviving Company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Rhode Island and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

6. The proper officers and authorized persons of the Merging Company and of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and

to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of merger or of the Merger herein provided.

**** SIGNATURE PAGE FOLLOWS ****

IN WITNESS WHEREOF, the undersigned have executed this Plan of merger, as of the date first written above.

ITT BORNEMANN USA, INC.

By: 
Name: Michael J. Savinelli
Title: Vice President, Tax and Assistant
Treasurer

ITT GOULDS PUMPS, INC.

By: 
Name: Lori B. Marino
Title: Vice President and Assistant Secretary



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

I.D. # 46981

CT CORPORATION SYSTEM
450 VETERANS MEMORIAL PARKWAY STE. 7A
EAST PROVIDENCE, RI 02914

LETTER OF GOOD STANDING

It appears from our records that **ITT BORNEMANN USA, INC.** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **ITT BORNEMANN USA, INC.** is in good standing with the Rhode Island Division of Taxation as of 12/15/2016. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or permit may be denied in accordance with R.I. Gen. Laws § 44-20-4.1.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER OF CORPORATIONS RI NON-SURVIVOR

This letter of good standing is valid only for the specific reason listed above, and is not valid for any other reason(s).

Very truly yours,

Neena Savage
Acting Tax Administrator

Cheri O'Connor
Supervising Revenue Officer
Compliance and Collections

050438249:11658827
DLN: 2160160001



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

December 21, 2016 1:36 PM

A handwritten signature in black ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

