

11594



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

Modine Manufacturing Company

(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 Rhode Island General Laws, 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 states under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
Modine Manufacturing Company	business corporation	Wisconsin
TRT Heating Products, Inc.	business corporation	Rhode Island

- b. The laws of the state under which each entity is organized permit such merger or consolidation.

- c. The full name of the surviving ~~corporation~~ entity is Modine Manufacturing Company
which is to be governed by the laws of the State of Wisconsin

- 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:
N/A

- f. If the surviving or new entity is to be governed by the laws of a state other than 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 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; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

CT Corporation System, 10 Weybosset Street, Providence, Rhode Island 02903

- g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is April 1, 2000 (if upon filing, so state).

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 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class.

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
TRT Heating Products, Inc.	100	Common	100

The shareholders of Modine Manufacturing Company are not required to approve

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approved the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
TRT Heating Products, Inc.	100	-0-	common	100	-0-

The shareholders of Modine Manufacturing Company are not required to approve

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

- i.) The name of the subsidiary corporation is TRT Heating Products, Inc.
- ii.) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
100	Common	100	100%

- iii.) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on March 10, 2000

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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.

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

Modine Manufacturing Company

Entity name

By: D. R. Johnson
Name of person signing

President

Title of person signing

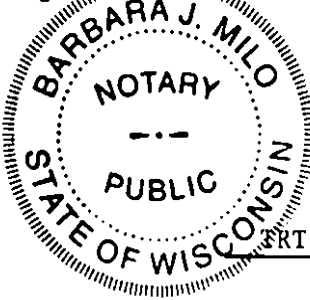
By: D. R. Zakos
Name of person signing

Assistant Secretary

Title of person signing

STATE OF Wisconsin
COUNTY OF Racine

In Racine, Wisconsin on this 10th day of March, 2000, before me personally appeared D. R. Johnson, who being duly sworn declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements therein contained are true.



FILED

MAR 23 2000

Ex. 111 240916

ERT Heating Products, Inc.

Barbara J. Milo
Notary Public

My Commission Expires: December 21, 2003

By: W. E. Pavlick
Name of person signing

Vice President

Title of person signing

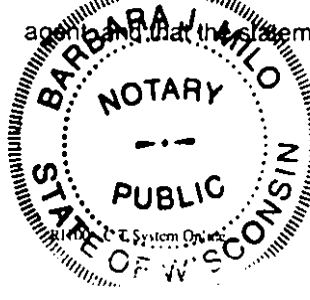
By: D. R. Zakos
Name of person signing

Secretary

Title of person signing

STATE OF Wisconsin
COUNTY OF Racine

In Racine, Wisconsin on this 10th day of March, 2000, before me personally appeared W. E. Pavlick, who being duly sworn declared that he/she is the Vice President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements therein contained are true.



00.11.11.2.00.000
RECEIVED
NOTARY PUBLIC
STATE OF WISCONSIN
GEARBORE

Barbara J. Milo
Notary Public

My Commission Expires: December 21, 2003

AGREEMENT
AND
PLAN OF MERGER
OF
TRT HEATING PRODUCTS, INC.
INTO
MODINE MANUFACTURING COMPANY

I. Merging Corporation.

- A. The name of the merging (non-surviving) corporation is TRT Heating Products, Inc., a Rhode Island corporation ("TRT").

II. Surviving Corporation.

- A. The name of the surviving corporation is Modine Manufacturing Company, a Wisconsin corporation ("Modine"), having its principal place of business at 1500 DeKoven Avenue, Racine, Wisconsin 53403.

III. Terms and Conditions.

- A. The acts and things required to be done by the Rhode Island Business Corporation Act and the Wisconsin Business Corporation Law in order to make this Agreement and Plan of Merger effective, shall be attended to and done by the proper officers within such time and in such manner that the merger provided for herein will become effective as of April 1, 2000.
- B. Upon the merger becoming effective, the separate existence of TRT shall cease, except in so far as continued by statute, and all rights, privileges, powers and franchises of said corporation shall vest in Modine, which shall survive and thereafter as before, be named and known as Modine Manufacturing Company, and be governed by the laws of the State of Wisconsin and its Articles of Incorporation, as are presently in existence; all rights, privileges, powers and franchises of Modine, shall remain intact.
- C. Upon the merger becoming effective, all the property of TRT, and all debts due on whatever account to it, shall be taken and be deemed to be transferred to and vested in Modine, by operation of law by virtue of and

as provided in the Wisconsin Business Corporation Law, without further act or deed.

D. Upon the merger becoming effective, Modine shall become responsible for all the liabilities and obligations of TRT, in the same manner as if Modine had itself incurred such liabilities and obligations; but the liabilities of TRT, or of its Directors or officers shall not be affected; nor shall the rights of the creditors thereof, or of any person dealing with such corporation, be impaired by the merger, and any claim existing or action or proceeding pending by or against TRT, may be prosecuted to judgment as if such merger had not taken place, or Modine may be proceeded against or substituted in its place, all as provided in the applicable provisions of the Rhode Island Business Corporation Act.

E. The objects and purposes of Modine, the duration of its existence, the location and Post Office address of its registered agent, the total authorized number of its par value shares, and the par value of each share, are as stated in its By-laws and Articles of Incorporation as presently existing.

IV. Manner and Basis of Converting the Shares of Non-Surviving Corporation.

A. TRT presently has issued and outstanding one hundred (100) shares of Common Stock.

B. The shares of TRT (the non-surviving corporation), shall be surrendered to Modine for cancellation in consideration of the transfer of the assets of TRT to Modine, and its assumption of the liabilities and obligations of TRT.

V. No Amendments to Surviving Corporation's Articles of Incorporation.

A. The merger shall effect no change in Modine's Articles of Incorporation (as amended) or By-laws as are presently existing.

VI. Other Provisions.

A. For accounting purposes, this merger shall be effective as of April 1, 2000.

- B. Notwithstanding anything herein to the contrary, the Board of Directors of either of the constituent corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Wisconsin the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective constituent corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph B, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the constituent corporation or its Directors, officers or shareholders in respect of this Agreement and Plan.
- C. This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by
the duly authorized officers of the constituent corporations.

Dated: March 10, 2000

TRT HEATING PRODUCTS, INC.,
a Rhode Island Corporation



By: Walter E. Pavlick
Walter E. Pavlick
Vice President

ATTEST:

Dean R. Zakos
Dean R. Zakos, Secretary

MODINE MANUFACTURING COMPANY,
a Wisconsin Corporation

By: Donald R. Johnson
Donald R. Johnson
President and Chief
Executive Officer

[Corporate Seal]

ATTEST:

Dean R. Zakos
Dean R. Zakos, Assistant Secretary



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

March 23, 2000

TO WHOM IT MAY CONCERN:

Re: TRT HEATING PRODUCTS, INC.

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

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

A MERGER – CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations