



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/21/2018	201835501180	Merger (MUL)	99.00	100.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

WENDY GRANT
A. O. SMITH CORPORATION
11270 WEST PARK PLACE
MILWAUKEE, WI 53224

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
4269692

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
AQUASANA, INC.

and, that said business records show the filing and recording of:

Document(s)

Document No(s):

Merger

201835501180

Effective Date: 01/01/2019

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
21st day of December, A.D. 2018.

Ohio Secretary of State

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/21/2018	201835501180	MERGED OUT OF EXISTENCE (MEX)	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

WENDY GRANT
A. O. SMITH CORPORATION
11270 WEST PARK PLACE
MILWAUKEE, WI 53224

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
330332

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

WILLIAM R. HAGUE, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Effective Date: 01/01/2019

Document No(s):

201835501180



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
21st day of December, A.D. 2018.

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State

Form 551 Prescribed by:

JON HUSTED
Ohio Secretary of State



Toll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov | busserv@OhioSecretaryofState.gov
 File online or for more information: www.OHBusinessCentral.com

[For screen readers, follow instructions located at this path.](#)

Certificate of Merger

Filing Fee: \$99

(154-MER)

Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

Aquasana, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a **(Please check the appropriate box and fill in the appropriate blanks)**

1. ☐ Domestic (Ohio entity) ☒ Foreign (Non-Ohio Entity)

Texas

Jurisdiction of formation

2. Charter/Registration/License Number

(If licensed in Ohio as domestic or foreign)

3. ☒ For-Profit Corporation

☐ Nonprofit Corporation

☐ For-Profit Limited Liability Company

☐ Nonprofit Limited Liability Company

☐ Partnership

☐ Limited Partnership

☐ Limited Liability Partnership

☐ Unincorporated Nonprofit Association

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/Registration Number	Jurisdiction of Formation	Type of Entity
William R. Hague, Inc.	330332	Ohio	Corporation

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

A. O. Smith Corporation, Attn: General Counsel

Name

11270 West Park Place

Mailing Address

Milwaukee

City

Wisconsin

State

53224

Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on Jan 1, 2019 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.

If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

State

ZIP Code

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☐ Amendments are attached

☒ No Amendments

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing

Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552

Foreign Qualifying Limited Liability Company - Form 533B

Foreign Qualifying Limited Partnership - Form 531B

Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Aquasana, Inc.

Name of entity

By: /s/ James F. Stern

Signature

Its: Secretary

Title

William R. Hague, Inc.

Name of entity

By: /s/ James F. Stern

Signature

Its: Secretary

Title

Name of entity

By:

Signature

Its:

Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

Form 530A Prescribed by:

JON HUSTED
Ohio Secretary of State



Toll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov | busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

[For screen readers, follow instructions located at this path.](#)

Foreign For-Profit Corporation Application For License

Filing Fee: \$99

(151-FLF)

Form Must Be Typed

This application is made to procure a: ☒ Permanent License ☐ Temporary License (valid for six months)

Attach Certificate of Good Standing from the jurisdiction of formation (see instructions)

Name of Corporation

(Name must match the name on the Certificate of Good Standing)

Assumed name under which the corporation will do business, if its corporate name is not available in Ohio (Must attach "Resolution of Foreign Corporation to Qualify Under An Assumed Name" Form 591)

Under the Laws of the Jurisdiction of
(Jurisdiction of Formation)

State

Country

Date of Incorporation in Jurisdiction of Formation

Date of Incorporation

The location of the principal office is:

Mailing Address

City

State

Country

ZIP Code

If the principal office is located outside Ohio, provide a location in Ohio, if one exists.

Mailing Address

City

State

ZIP Code

A brief summary of the corporate purpose(s) to be exercised within Ohio

Appointment of Agent

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio.

Corporate Service Company

Agent Name

50 Broad Street, Suite 1330

Mailing Address

Columbus

City

Ohio

State

43125

ZIP Code

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- A. **an agent is not appointed, or**
- B. **an agent is appointed but the authority of that agent has been revoked, or**
- C. **the agent cannot be found or served after the exercise of reasonable diligence.**

Pursuant to Ohio Revised Code 1703.29(A), a foreign corporation may be required to pay an additional \$250 fee if the application is being made to enable the corporation to prosecute or defend a legal action. Please see the Ohio Revised Code or Instructions for more information.

☒ No, the corporation is not filing for this purpose and an additional fee is not included.

☐ Yes, the application is being filed for this purpose and the additional \$250 fee is included with the filing fee.

If yes then:

Pursuant to Ohio Revised Code 1703.29 (B), a foreign corporation that began transacting business in Ohio **prior to 2009** without a license may be required to provide a certificate from the tax commissioner which states that the corporation has paid all franchise taxes which it should have paid had it qualified to do business in this state.

Did the corporation begin transacting business in Ohio prior to 2009 without obtaining a license?

☐ Yes, the Certificate of Tax Clearance from the tax commissioner is attached.

☐ No, the corporation began transacting business in 2009 or later, therefore, a Certificate of Tax Clearance is not required.

James F. Stern

Name of Officer

, being first duly sworn, deposes and says that he/she is the

Secretary

Officer Title

of

Aquasana, Inc.

Corporation

the corporation described in the foregoing application, and that the statements contained in said application are true and correct to best of my knowledge and belief.

Name

James F. Stern

Signature

Sworn before me and subscribed on

12/20/2018

Date

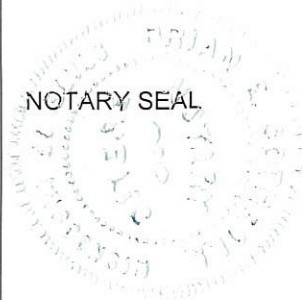
Brian E. Cothroll

Notary Public

Expiration Date of Notary's Commission

~~Date~~

is permanent



Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Jose A. Esparza
Deputy Secretary of State

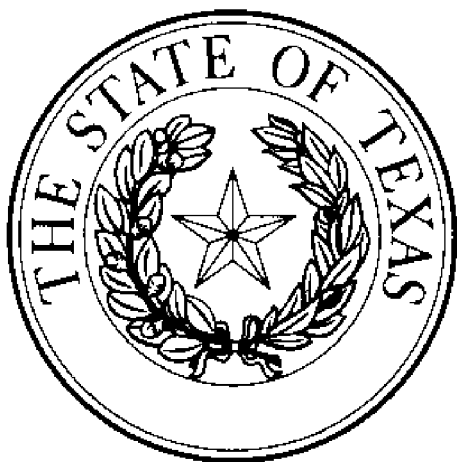
Office of the Secretary of State

Certificate of Fact

The undersigned, as Deputy Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for Aquasana, Inc. (file number 146038000), a Domestic For-Profit Corporation, was filed in this office on September 15, 1997.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 18, 2018.



A handwritten signature of Jose A. Esparza, consisting of stylized initials "JE" followed by a long horizontal line.

Jose A. Esparza
Deputy Secretary of State