



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 7/08/86

Number 434426

Receipt No. 1705

F943-1799 0213

Received of VORYS, SATER, SEYMOUR & PEASE
or filed by

F0943-1799

The sum of \$ 53.00 for filing MER AGA of

MAGNETIC SPRINGS WATER COMPANY

Returned to: 1705

VORYS, SATER, SEYMOUR & PEASE

ATT: J. MAKLEY

P.O. BOX 1008

COLUMBUS, OH 43216

MER \$ 50.00
AGA \$ 3.00

Name:
MAGNETIC SPRINGS WATER COMPANY

Total Fee: \$ 53.00

RECEIPT



Department of State

The State of Ohio

F943-1300

Sherrod Brown

Secretary of State

434426

 Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: MER AGA

of:

MAGNETIC SPRINGS WATER COMPANY

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

Recorded on Roll F943 at Frame 1801 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 30TH day of JUNE,

A.D. 1986.**Sherrod Brown**

Secretary of State

FLORENCE

CERTIFICATE OF MERGER

434426
 APPROVED
 D. BURNS
 6-30-86
 \$50.00

The signed Agreement of Merger, attached hereto and marked as Exhibit A for identification and incorporated herein by reference, providing for the merger of THE PURO WATER FILTER COMPANY, which is a wholly-owned subsidiary of MAGNETIC SPRINGS WATER COMPANY, into MAGNETIC SPRINGS WATER COMPANY pursuant to a merger transaction in accordance with Ohio Revised Code Section 1701.80 in which MAGNETIC SPRINGS WATER COMPANY is designated as the surviving corporation, was duly adopted by the sole Director of each of the foregoing corporations, in an action in writing signed by the sole Director of each of said corporations in accordance with Ohio Revised Code Section 1701.54.

IT WITNESS WHEREOF, the undersigned have hereunto set their hands this 14 day of June, 1986.

ATTEST:

MAGNETIC SPRINGS WATER COMPANY

Beverly J. Allison Secretary By James E. Allison P.R.S.
 Beverly J. Allison, Secretary James E. Allison, President

THE PURO WATER FILTER COMPANY

Beverly J. Allison Secretary By James E. Allison P.R.S.
 Beverly J. Allison, Secretary James E. Allison, President

Puro 1986

"EXHIBIT A"

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER made this 14 day of June, 1986, by and between MAGNETIC SPRINGS WATER COMPANY, (hereinafter referred to as "Magnetic Springs Water"), an Ohio corporation and THE PURO WATER FILTER COMPANY (hereinafter referred to as "Puro Water Filter"), an Ohio corporation.

WITNESSETH:

WHEREAS, Magnetic Springs Water has Two Hundred Forty (240) Common Shares issued and outstanding and Puro Water Filter has Fifty (50) Common Shares issued and outstanding; and

WHEREAS, Magnetic Springs Water is the record owner of all fifty (50) of the outstanding shares of capital stock of Puro Water Filter; and

WHEREAS, the sole director of Magnetic Springs Water and the sole director of Puro Water Filter believe that it is in the best interest of each corporation that Puro Water Filter be merged into Magnetic Springs Water; and

WHEREAS, the sole director of Magnetic Springs Water and the sole director of Puro Water Filter have approved this Agreement of Merger by a resolution adopted by the sole director of each of said corporations;

NOW, THEREFORE, in consideration of the promises and of the mutual covenants and agreements of the parties herein contained, it is hereby agreed by and between Magnetic Springs Water and Puro Water Filter that the terms of the merger contemplated by the Agreement (hereinafter sometimes referred to as the

NOV 1963

"Merger") and the mode of carrying them into effect shall be as follows:

1. Puro Water Filter, a corporation that exists under the laws of the State of Ohio will be merged into Magnetic Springs Water, a corporation that exists under the laws of the State of Ohio, and Magnetic Springs Water will be the continuing and surviving corporation in the Merger, will continue to exist under the laws of the State of Ohio, and will be the only corporation to continue its separate corporation existance after the time when the Merger shall become effective. The term "SURVIVING CORPORATION" as used hereinafter refers to Magnetic Springs Water, an Ohio corporation, at and after the time when the Merger shall become effective.

2. The name of the SURVIVING CORPORATION shall be Magnetic Springs Water Company.

3. The Articles of Incorporation and the Code of Regulations of Magnetic Springs Water at the time of when the Merger shall become effective shall be the Articles and Regulations of the SURVIVING CORPORATION until amended in accordance with law.

4. Until changed in accordance with law, the sole director and the officers of Magnetic Springs Water at the time when the Merger shall become effective shall be the sole director and the officers of the SURVIVING CORPORATION.

5. The Merger shall become effective upon the filing of the Certificate of Merger in the form required by Ohio Revised Code Section 1701.81 in the office of the Secretary of State of Ohio.

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6. When the Merger shall become effective, the capital stock of Puro Water Filter shall be cancelled, and the SURVIVING CORPORATION shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority of a public as well as of a private nature of Puro Water Filter, and all obligations belonging to or due Puro Water Filter, all of which shall be vested in the SURVIVING CORPORATION without any further action. Title to any real estate or any interest therein vested in Puro Water Filter shall not revert or in any way be impaired by reason of the Merger. The transactions contemplated by this paragraph are subject to all state laws and to any decisions of any appropriate state regulatory body which may have jurisdiction over such transactions.

7. Notwithstanding any of the provisions of this Agreement, the sole director of Magnetic Springs Water and the sole director of Puro Water Filter, at any time prior to the effective date of the Merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated Merger as set forth herein; in which case this Agreement shall thereby be cancelled and become null and void.

IN WITNESS WHEREOF, the undersigned have caused these presents to be executed as of the day and year first above written.

F0013-13005

ATTEST:

MAGNETIC SPRINGS WATER COMPANY

Beverly J. Allison Secretary By *James E. Allison Pres*
Beverly J. Allison, Secretary James E. Allison, President

THE PURO WATER FILTER COMPANY

Beverly J. Allison Secretary By *James E. Allison Pres*
Beverly J. Allison, Secretary James E. Allison, President

Form AGA, August 1983
Prescribed by Sherrod Brown
Secretary of State

F0911-1506

434426
D. BURNS
6-30-86
\$3.00



Change of Address of Statutory Agent for Ohio Corporations

The address of James E. Allison, the statutory agent for Magnetic Springs
(Name of Agent)
Water Company, has been changed from 1376 River Street
(Name of Corporation) (Old Street Address)
Columbus, Franklin County,
(City, Village or Township)
Ohio, 43228, to 1801 Lone Eagle Street, Columbus
(Zip Code) (New Street Address) (City or Village)
Franklin County, Ohio, 43228.
(Zip Code)

MAGNETIC SPRINGS WATER COMPANY
(Name of Corporation)

Date: 6/26/86Name and Title of Person Signing: James E. Allison Pres

(Chairman of Board, President,
Vice President, Secretary, or
Assistant Secretary)
(Strike out inapplicable title)

Instructions

- 1) A change of address of statutory agent must be signed by the chairman of the board, the president, a vice-president, the secretary or assistant secretary. R.C. 1701.07(L), 1702.06(K).
- 2) The agent's complete street address must be given; a post office box number is not acceptable. R.C. 1701.07 (C), 1702.06(C).
- 3) The filing fee for a change of address of statutory agent is \$3.00. R.C. 1701.07(M), 1702.06(L).

VORYS, SATER, SEYMOUR +
PEASE

Joan Makley

52 E. Gay St.

O.D. BOX 1008

COLUMBUS OH 43216

FC943-1807

CONFIDENTIAL

2 file stamped copies of each filing
— give to messenger; also wants a
messenger certificate.