

12/28/2017 10:18 MACFARLANE FERGUSON
DIVISION OF CORPORATIONS (FAX) 727 442 8470 P. 002/007
588 1 01 1

P09000076563

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H17000339058 3)))



H170003390583ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

effective date 01/01/2018

From: Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
Account Number : 071003001001
Phone : (727) 441-8966
Fax Number : (727) 442-8470

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: 3PRO@MACFAR.COM

MERGER OR SHARE EXCHANGE
DHR INDUSTRIES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

RECEIVED
17 DEC 28 PM 1:56
DIVISION OF CORPORATIONS

FILED
17 DEC 28 PM 2:56
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Electronic Filing Menu Corporate Filing Menu Help



One Tampa City Center, Suite 2000
201 N. Franklin Street
P.O. Box 1531 (33601)
Tampa, FL 33602
813.273.4200 Fax: 813.273.4396

WWW.MFMLEGAL.COM
EMAIL: INFO@MFMLEGAL.COM

625 Court Street, Suite 200
P.O. Box 1669 (33757)
Clearwater, FL 33756
727.441.8966 Fax: 727.442.8470

PERSONAL AND CONFIDENTIAL

FAX TRANSMITTAL FORM

ATTENTION: Diane
FIRM NAME: Dept of State
HARD COPY ☐ Will Follow ☒ Will Not Follow
SENDER: Brenda Taylor, paralegal
DATE: December 28, 2017
FAX NO: 850-617-6380
PHONE NO.:
Number of Pages 6
(including cover page)
Client/Matter # 934427-1
Sender: If there is a problem with this transmission, please contact Brenda Taylor at (727) 444-1412.

Message: Diane: I HAVE BEEN DIRECTED BY YOUR OFFICE TO SEND THIS IN AGAIN. It was faxed yesterday (see attached confirmation sheet). Please process and let me know that it has been filed. Thank you.

CONFIDENTIALITY NOTICE

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE ADDRESSEE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, COMMUNICATION OF THIS MATERIAL IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE (COLLECT IF NECESSARY) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

Send Result Report

MFP

FS-1135MFP

Firmware Version 2MJ_2F00.004.002 2013.04.03

12/27/2017 17:08
[2x_1000.001.011] [2x_1100.001.005] [2x_7000.001.011]

Job No.: 005899

Total Time: 0'01'03"

Page: 005

Complete

Document: doc00589920171227170850

Florida Department of State Division of Corporations Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H17000339058 3)))



H170003390583ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

ACCOUNT NAME : MACFARLANE FERGUSON & MCWILLEN (CLEARWATER)

No.	Date and Time	Destination	Times	Type	Result	Resolution/ECH
001	12/27/17 17:07	918508178380	0'01'03"	FAX	OK	200x100 Normal/Qn

H17000339058 3

ARTICLES OF MERGER

PA96-34701
VKM INTERNATIONAL, INC. (VKM), a Florida corporation, does hereby agree to merge into DHR INDUSTRIES, INC. (DHR), a Florida corporation, in accordance with the following Articles of Merger:

A. The Plan of Merger adopted by the unanimous vote of the Board of Directors and shareholders of VKM and DHR, both being Florida corporations, is as follows:

1. Surviving Corporation. VKM INTERNATIONAL, INC., whose sole shareholder is David Hallam, shall be merged into DHR INDUSTRIES, INC., a Florida corporation and DHR INDUSTRIES, INC. shall be the surviving corporation.
2. Ownership of Stock. The outstanding shares of stock of VKM INTERNATIONAL, INC. are wholly owned by David Hallam. David Hallam shall remain the sole Shareholder of DHR INDUSTRIES, Inc.
3. Terms and Conditions of Merger. On the effective date of the merger of VKM INTERNATIONAL, INC., a Florida corporation, into DHR INDUSTRIES, INC., a Florida corporation, the separate existence of VKM INTERNATIONAL, INC., a Florida corporation, shall cease. Simultaneously therewith, the stock of VKM INTERNATIONAL, INC., Inc., a Florida corporation, now wholly owned by David Hallam, shall be cancelled. DHR INDUSTRIES, INC., Inc., a Florida corporation, shall therewith succeed to all of the properties, rights and other assets and shall be subject to all of the liabilities of VKM INTERNATIONAL, INC., a Florida corporation, without further action by either corporation, including the right to the use of the name "VKM INTERNATIONAL".
4. Further Assurances. If at any time DHR INDUSTRIES, INC. shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this plan of merger, the officers and directors of VKM INTERNATIONAL, INC., as of the effective date of this merger, shall execute such conveyances or documents or take such action.
5. Effective Date. The effective date of this merger shall be January 1, 2018.

B. DAVID HALLAM, the sole shareholder of VKM INTERNATIONAL, INC., Inc. and the sole shareholder of DHR INDUSTRIES, INC. approved the Plan of Merger and consented to the filing of these

H17000339058 3

FILED
CLERK OF DISTRICT COURT
17 DEC 28 PM 2:54
18-0033907

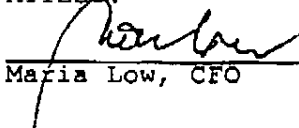
H17000339058 3

Articles of Merger on the same date as the adoption by the Boards of Directors of each of DHR INDUSTRIES, INC. and VKM INTERNATIONAL, INC.

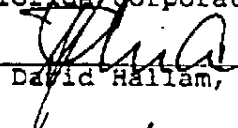
C. The date of adoption of the Plan of Merger and the approval of these Articles of Merger by the respective Boards of Directors of VKM INTERNATIONAL, INC., a Florida corporation, and DHR INDUSTRIES, Inc., a Florida corporation, was the 22 day of December, 2017. The effective date of these Articles of Merger shall be January 1, 2018.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the President and Secretary of each of the corporations this 22 day of December, 2017.

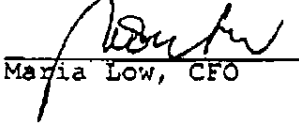
ATTEST:


Maria Low, CFOVKM INTERNATIONAL, INC.
a Florida corporation

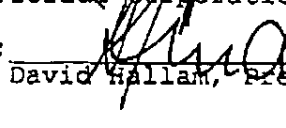
By:


David Hallam, President

ATTEST:


Maria Low, CFODHR INDUSTRIES, INC.,
a Florida corporation

By:


David Hallam, PresidentSTATE OF FLORIDA
COUNTY OF MARION

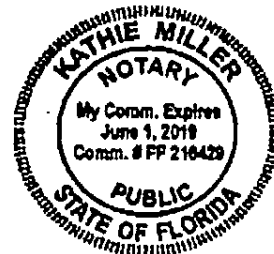
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DAVID HALLAM, as President of VKM INTERNATIONAL, INC., a Florida corporation, to me well known and known to me to be the individual described in and who executed the foregoing document, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Ocala, Marion County, Florida, this 22 day of December, 2017.


Notary Public

My Commission Expires:

H17000339058 3

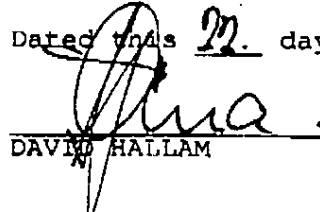


WAIVER OF 30-DAY PERIOD

H17000339058 3

The undersigned, DAVID HALLAM., the owner and holder of all of the issued and outstanding common stock of VKM INTERNATIONAL, INC., a Florida corporation, said corporation having only one class of stock, hereby acknowledges the receipt of a copy of a Plan of Merger whereby VKM INTERNATIONAL, INC., a Florida corporation, will be merged into ~~DVA~~ INDUSTRIES, INC., Inc., a Florida corporation, and does further hereby waive the 30-day notice requirement before the delivery to the Department of State of the Articles of Merger, and does hereby consent to the immediate delivery of said Articles of Merger to the Department of State.

Dated this 22 day of December, 2017.



DAVID HALLAM

STATE OF FLORIDA
COUNTY OF MARION

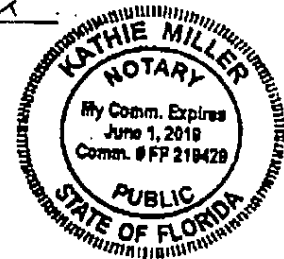
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DAVID HALLAM, to me well known and known to me to be the individual described in and who executed the foregoing document, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, Pinellas County, Florida, this 22 day of December, 2017.



Notary Public

My Commission Expires:



H17000339058 3

H17000339058 3

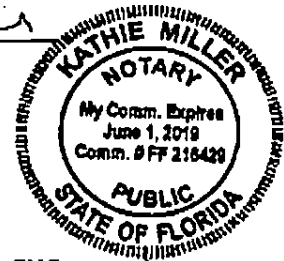
STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **DAVID HALLAM**, as President of DHR INDUSTRIES, INC., a Florida corporation, to me well known and known to me to be the individual described in and who executed the foregoing document, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, Pinellas County, Florida, this 22 day of December, 2017.


Notary Public

My Commission Expires:



SHAREHOLDER CONSENT:

DAVID HALLAM, sole shareholder of both DHR INDUSTRIES, INC. and VKM INTERNATIONAL, INC. does hereby consent to the adoption of the Plan of Merger set forth above and to the filing of these Articles of Merger with the Secretary of State of Florida, with an effective date of January 1, 2018.


DAVID HALLAM

Dated: 22 Dec 17

H17000339058 3