

145836

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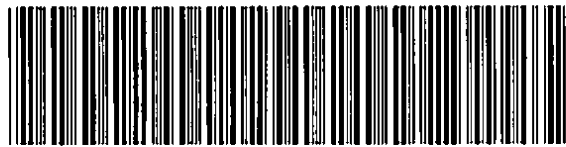
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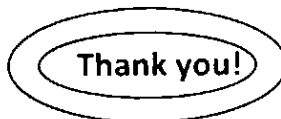
Name:	ACOUSTI ENGINEERING COMPANY OF FLORIDA
Document #:	
Order #:	13327791

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
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Amount: \$ 78.75



Articles of Merger

These Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act (the "FBCA").

First:

The name, jurisdiction of formation, and type of entity of each party of the merger contemplated by these Articles of Merger (the "**Merger**"):

<u>Name</u>	<u>Jurisdiction of Formation</u>	<u>Entity Type</u>	<u>Document Number</u>
Acousti Engineering Company of Florida	Florida	Corporation	145836
AECOF Merger Sub Inc.	Florida	Corporation	P20000062305

Second:

The name, jurisdiction of formation, and type of entity of the surviving corporation:

<u>Name</u>	<u>Jurisdiction of Formation</u>	<u>Entity Type</u>	<u>Document Number</u>
Acousti Engineering Company of Florida	Florida	Corporation	145836

Third:

The amended and restated articles of incorporation of the surviving corporation are attached as Exhibit A. The amended and restated articles of incorporation were duly approved by the Board of Directors and the shareholders by written consent, effective as of September 26, 2020.

Fourth:

On September 26, 2020, the plan of merger was duly approved by the shareholders of each domestic corporation that is party to the Merger, in the manner required by the applicable provisions of the FBCA and the articles of incorporation of each such corporation. No voting by any separate voting group was required.

Fifth:

The Merger shall become effective at 1:15 p.m., eastern time, on November 2, 2020.

[SIGNATURE PAGE FOLLOWS]

Each of the undersigned corporations has caused this statement to be signed by a duly authorized officer or director on behalf of such corporation, who affirms, under penalties of perjury, that the facts stated above are true and correct.

Dated: October 28, 2020

ACOUSTI ENGINEERING COMPANY OF
FLORIDA

By:

DocuSigned by:
Robert Crozier
2454853EB129438...

Robert Crozier, President

Dated: _____, 2020

AECOF MERGER SUB INC.

By:

Kevin Kruse, President

Each of the undersigned corporations has caused this statement to be signed by a duly authorized officer or director on behalf of such corporation, who affirms, under penalties of perjury, that the facts stated above are true and correct.

Dated: _____, 2020

ACOUSTI ENGINEERING COMPANY OF
FLORIDA

By:

Robert Crozier, President

Dated: October 28, 2020

AECOF MERGER SUB INC.

By:



Kevin Kruse, President

Exhibit A

Amended and Restated Articles of Incorporation

(attached)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ACOUSTI ENGINEERING COMPANY OF FLORIDA
(A Florida For Profit Corporation)**

The undersigned, pursuant to Section 607.1007 and Section 607.1101 of the Florida Business Corporation Act (the "Act"), desires for the corporation to amend and restate its Articles of Incorporation as follows:

ARTICLE 1

NAME

The name of the corporation is Acousti Engineering Company of Florida (the "Corporation").

ARTICLE 2

DURATION AND EXISTENCE

The Corporation shall exist perpetually.

ARTICLE 3

PURPOSE

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

ARTICLE 4

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office address and mailing address of the Corporation is 4656 34th Street SW, Orlando, Florida 32811.

ARTICLE 5

CAPITAL STOCK

The Corporation is authorized to issue up to 100 shares of common stock, \$0.01 par value per share.

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 777 South Flagler Drive, Suite 500E, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Corporation at that address is GY Corporate Services, Inc.

ARTICLE 7

SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders shall be held pursuant to and in accordance with the procedures specified in the bylaws, provided that a special meeting shall be held when requested in writing by the holders of not less than fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting.

ARTICLE 8

BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

ARTICLE 9

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on the 28th day of October, 2020.

/s/ Robert Crozier
Robert Crozier, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the Corporation at the place designated in these Amended and Restated Articles of Incorporation, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, F.S.

GY Corporate Services, Inc.

/s/ Melanie B. Stocks

By: _____
Melanie B. Stocks, Asst. Secretary

Dated: October 28, 2020