

402393

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2018 JUL -2 AM 9:43

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Merger
6/2/18
R White

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Young's Communications Co., Inc., a Florida corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Steve Young

Contact Person

Young's Communications Co., Inc.

Firm/Company

424 West Drive

Address

Melbourne, FL 32904

City/State and Zip Code

syoung@ycominc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kyle K. Fox

Name of Contact Person

At (512) 320-7270

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Young's Communications Co., Inc.	Florida	402393
_____	_____	_____

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Y-COM Merger Sub, Inc.	Florida	P18000055580
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on July 2nd, 2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 2nd, 2018.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

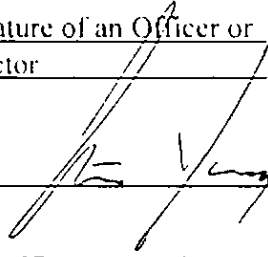
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Young's Communications Co., Inc.



Steve Young, President

Y-COM Merger Sub, Inc.

Antonio J. DiGesualdo, President

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

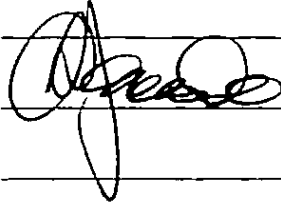
Typed or Printed Name of Individual & Title

Young's Communications Co., I

Steve Young, President

Y-COM Merger Sub, Inc.

Antonio J. DiGesualdo, President

A handwritten signature in black ink, appearing to read 'Antonio J. DiGesualdo', is written over the signature line for Y-COM Merger Sub, Inc. The signature is stylized with a large initial 'A' and a cursive 'J'.

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Young's Communications Co., Inc.	Florida
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Y-COM Merger Sub, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

Y-COM Merger Sub, Inc. ("Merger Sub") shall merge with and into Young's Communications Co., Inc. (the "Company"), and the separate corporate existence of Merger Sub shall cease and the Company shall continue its corporate existence under the Florida Business Corporation Act as the surviving corporation in the merger (the "Surviving Corporation").

The merger shall have the effects set forth herein and in the applicable provisions of the Florida Business Corporation Act. Without limiting the generality of the foregoing, and subject thereto, from and after the effective time of the merger, all property, rights, privileges, immunities, powers, franchises, licenses and authority of the Company and Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions and duties of each of the Company and Merger Sub shall become the debts, liabilities, obligations, restrictions and duties of the Surviving Corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

At the effective time of the merger, the articles of incorporation of Merger Sub as in effect immediately prior to the effective time of the merger shall be the articles of incorporation of the Surviving Corporation until thereafter amended in accordance with the terms thereof or as provided by applicable law; provided, however, that the name of the corporation set forth therein shall be changed to the name of the Company.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

At the effective time of the merger (i) each share of capital stock of the Company shall be canceled and retired and shall cease to exist and (ii) each share of capital stock of Merger Sub shall be converted into and become one newly issued, fully paid and non-assessable share of common stock of the Surviving Corporation.