

427615

Requester's Name
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ATTORNEYS AT LAW
716 SOUTH 20TH AVENUE, SUITE 101
BOZEMAN, MONTANA 59718

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NEW FILINGS

- ☐ Profit
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OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

FILED
01 DEC -7 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED
DEC - 3 2001

November 28, 2001

KASTING, COMBS & KAUFFMAN, PC
716 SOUTH 20TH AVENUE
SUITE 101
BOZEMAN, MT 59718

SUBJECT: CERTIFIED COIN LAUNDRIES, INC.
Ref. Number: 427615

We have received your document for CERTIFIED COIN LAUNDRIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 301A00063073

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

CERTIFIED COIN LAUNDRIES, INC., a florida entity, 427615

INTO

BIG SKY TECHNOLOGIES, INC., entity not qualified in Florida.

File date: December 7, 2001

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF CERTIFIED COIN LAUNDRIES, INC., A FLORIDA CORPORATION
INTO BIG SKY TECHNOLOGIES, INC., A MONTANA CORPORATION**

FILED
01 DEC -7 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 35-1-816, Montana Code Annotated, and requirements of Fla. Stat. §607.1109, the undersigned, for and on behalf of BIG SKY TECHNOLOGIES, INC., a Montana Corporation, and CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation, herewith execute and adopt these Articles of Merger for the purpose of merging CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation, into BIG SKY TECHNOLOGIES, INC., a Montana Corporation.

- FIRST:** The Plan of Merger, as adopted by the Sole Board of Director and approved by the Sole Shareholder of BIG SKY TECHNOLOGIES, INC., a Montana Corporation, pursuant to the provisions of Sections 35-1-813, and 35-1-815, Montana Code Annotated, is attached as Exhibit A.
- SECOND:** The Plan of Merger, as adopted by the Board of Directors and approved by the Common Shareholders of CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation, pursuant to the provisions of Fla. Stat. §607.1101, is attached as Exhibit A.
- THIRD:** As of the BIG SKY TECHNOLOGIES, INC., a Montana Corporation, Shareholder's meeting to adopt the Plan of Merger:
- a. There were 1000 shares of common shares outstanding.
 - b. All 1000 common shares were represented by the sole shareholder at the meeting, and all 1000 common shares were entitled to vote on the Plan of Merger.
 - c. The Shareholder representing all 1000 common shares cast his vote in favor of the Plan of Merger.
- FOURTH:** As of the CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation, Shareholders' meeting to adopt the Plan of Merger:
- a. There were 60 shares of common shares outstanding.
 - b. All 60 common shares were represented by the respective shareholders at the meeting, and all 60 common shares were entitled to vote on the Plan of Merger.
 - c. Shareholders representing all 60 common shares cast votes in favor of the Plan of Merger.

FIFTH:

Pursuant to the Plan of Merger, the surviving entity shall be BIG SKY TECHNOLOGIES, INC., a Montana Corporation, whose principal office is at 1220 Bozeman Trail Road, Bozeman, MT 59715. As the surviving entity, BIG SKY TECHNOLOGIES, INC., a Montana Corporation, appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation. As the surviving entity, BIG SKY TECHNOLOGIES, INC., a Montana Corporation, agrees to promptly pay to the dissenting shareholders of CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation the amount, if any, to which such dissenting shareholders are entitled under Fla. Stat. § 607.1302.

IN WITNESS WHEREOF, BIG SKY TECHNOLOGIES, INC., a Montana Corporation, has caused these Articles of Merger to be signed in its name and on its behalf by its President on the 22 day of OCTOBER, 2001, and CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation, has caused these Articles of Merger to be signed in its name and on its behalf by its President on the 22 day of OCTOBER, 2001 who acknowledges the Articles of Merger to be the corporate act of the corporation and state, under penalties of perjury, that to the best of his knowledge, information and belief, the matters and facts set forth in these Articles of Merger are true in all material respects.

BIG SKY TECHNOLOGIES, INC.,
a Montana Corporation

By: Russell W. Madigan
RUSSELL W. MADIGAN, PRESIDENT

CERTIFIED COIN LAUNDRIES, INC.
a Florida Corporation

By: Russell W. Madigan
RUSSELL W. MADIGAN, PRESIDENT

EXHIBIT A

PLAN OF MERGER

**CERTIFIED COIN LAUNDRIES, INC., A FLORIDA CORPORATION, INTO
BIG SKY TECHNOLOGIES, INC., A MONTANA CORPORATION**

1. CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation, shall be merged into BIG SKY TECHNOLOGIES, INC., a Montana Corporation, and the corporate existence of CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation, shall cease, and the corporate existence of BIG SKY TECHNOLOGIES, INC., a Montana Corporation, shall continue under the name of BIG SKY TECHNOLOGIES, INC., a Montana Corporation, and BIG SKY TECHNOLOGIES, INC., a Montana Corporation, shall become the owner, without other transfer, of all the rights and property of CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation.

2. BIG SKY TECHNOLOGIES, INC., a Montana Corporation, shall be subject to all the debts and liabilities of CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation, in the same manner as if BIG SKY TECHNOLOGIES, INC., a Montana Corporation, had, itself, incurred them.

3. The Articles of Incorporation and Bylaws of BIG SKY TECHNOLOGIES, INC., a Montana Corporation, insofar as not inconsistent with this Plan of Merger shall be the Articles of Incorporation and Bylaws of the corporation following the merger, unless altered, amended, or repealed as therein provided.

4. Immediately upon this Plan of Merger becoming effective, the shares of CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation, without any other action on the part of the respective holders thereof, shall become and be converted into shares of stock of BIG SKY

TECHNOLOGIES, INC., a Montana Corporation. One (1) share of common stock of BIG SKY TECHNOLOGIES, INC., a Montana Corporation, shall be issued for each common share of CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation.

5. Appropriate officers and directors of both CERTIFIED COIN LAUNDRIES, INC., a Florida Corporation, and BIG SKY TECHNOLOGIES, INC., a Montana Corporation, are authorized and directed to execute the necessary formal documents and to do all the things that may be necessary to complete this Plan of Merger.

6. This Plan of Merger is intended to and shall be executed pursuant to Section 35-1-813, Montana Code Annotated, and Fla. Stat. § 607.1101.

7. This Plan of Merger is intended to and shall be an "A" Reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and shall be executed in a manner to qualify so that no gain or loss shall be recognized upon the execution of the Reorganization pursuant to Section 354(a)(1) of the Internal Revenue Code of 1986, as amended.