

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
SPRAGGINS, INC.

***DUE TO FAX ISSUES,
 I WAS TOLD
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 DATE OF 7/24/2019***

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ARTICLES OF MERGER**OF****Stetson Capital, LLC, a Florida limited liability company****WITH AND INTO****Spraggins, Inc., a Florida corporation****July 24, 2019**The following articles of merger (the "**Articles of Merger**") of**Stetson Capital, LLC, a Florida limited liability company**

and

Spraggins, Inc., a Florida corporation

have been duly adopted and submitted in accordance with, in the case of the limited liability company, Florida Statute Section 605.1025, and, in the case of the corporation, Florida Statute Section 607.1105.

**FIRST:
THE MERGING COMPANY**The exact name, form/entity type, and jurisdiction for the merging party (the "**Merging Company**") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Stetson Capital, LLC	Florida	Limited Liability Company

**SECOND:
THE SURVIVING COMPANY**The exact name, form/entity type, and jurisdiction of the surviving party (the "**Surviving Company**") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Spraggins, Inc.	Florida	Corporation

**THIRD:
THE PLAN OF MERGER**The Plan of Merger by and between the Merging Company and the Surviving Company attached hereto as **Exhibit A** meets the requirements of the Acts (as defined therein), including, in the case of a limited

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liability company, Florida Statute Section 605.1022, and, in the case of a corporation, Florida Statute Section 607.1103. The Plan of Merger was approved in accordance with the Acts including, in the case of each domestic merging entity that is a limited liability company, by Florida Statute Sections 605.1021-605.1026, and by each member of such limited liability company who as a result of the merger will have interest holder liability under Florida Statute Section 605.1023(1)(b) and, in the case of each domestic merging entity that is a corporation, by Florida Statute Section 607.1109.

FOURTH:**NO AMENDMENTS TO SURVIVING COMPANY PUBLIC ORGANIC RECORD**

The Surviving Company existed before the merger and is a domestic filing entity and there is no amendment to its public organic record.

FIFTH:**APPRAISAL RIGHTS**

The Surviving Company agrees to pay any members with appraisal rights the amount to which members are entitled under the Acts including Florida Statute Sections 605.1006 and 605.1061-605.1072 and Florida Statute 607.1103.

SIXTH:**EFFECTIVE DATE**

The merger of the Merging Company and the Surviving Company is to become effective on July 24, 2019 at the close of business (the "Effective Time"). At the Effective Time of the merger, the Merging Company shall be merged with and into the Surviving Company, with the Surviving Company surviving.

[Signature page follows]

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IN WITNESS WHEREOF, duly authorized persons of each party hereto have executed and delivered these Articles of Merger as of date first written above.

SURVIVING COMPANY:

Spraggins, Inc., a Florida corporation

By: 

Michael L. Spraggins, President

MERGING COMPANY:

Stetson Capital, LLC, a Florida limited liability company

By: 

Michael L. Spraggins, Managing Member

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Exhibit A

Plan of Merger

[See attached]

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PLAN OF MERGER
OF
Stetson Capital, LLC, a Florida limited liability company
WITH AND INTO
Spraggins, Inc., a Florida corporation
July 24, 2019

The following plan of merger (the "**Plan of Merger**") has been adopted and approved on July 24, 2019 by the parties hereto in compliance with the Florida Business Corporation Act and the Florida Revised Limited Liability Company Act (the "**Acts**").

FIRST: The exact name and jurisdiction of the surviving company (the "**Surviving Company**") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Spraggins, Inc.	Florida	Corporation

SECOND: The exact name and jurisdictions of the merging company (the "**Merging Company**") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Stetson Capital, LLC	Florida	Limited Liability Company

THIRD: THE MERGER

1. **Merger.** The merger of the Merging Company with and into the Surviving Company (the "**Merger**") shall become effective on July 24, 2019 (the "**Effective Time**"). At the Effective Time, the Merging Company shall be merged with and into the Surviving Company, the separate limited liability company existence of the Merging Company shall cease, and the Surviving Company shall continue as the surviving Company under the laws of the State of Florida. From and after the Effective Time, the Merger shall have the effects set forth in the Acts, including Florida Statute Sections 605.1026 and 607.1106. Without limiting the generality of the foregoing, at the Effective Time, the title to all real estate and other property, or any interest therein, owned by the Surviving Company and the Merging Company shall vest in the Surviving Company without reversion or impairment, and the Surviving Company shall thenceforth be responsible for all the liabilities and obligations of the Surviving Company and the Merging Company.

2. **Articles of Organization.** At the Effective Time and without any further action on the part of the Surviving Company or the Merging Company, the articles of incorporation of the Surviving Company, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the Surviving Company as of the Effective Time.

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3. Management. At the Effective Time, the Surviving Company shall be managed in accordance with the terms of its Articles of Incorporation and Bylaws as in effect as of the Effective Time.

4. Managers and Officers. At the Effective Time, the managers and officers of the Surviving Company immediately prior to the Effective Time shall cease to be managers and officers of the Merged Company and the officers of the Surviving Company will remain as officers of the Surviving Company, and each of such officers shall hold office subject to the applicable provisions of the articles of incorporation and bylaws of the Surviving Company.

5. Ownership and Membership Interests. Immediately prior to the Effective Time, Surviving Company is the parent entity and sole owner of all of the outstanding member interests in the limited liability company:

Stetson Capital, LLC, a Florida limited liability company,

At the Effective Time, by virtue of the Merger and without any further action on the part of the Surviving Company or the Merging Company,

(i) all ownership interests of the Surviving Company issued and outstanding immediately prior to the Effective Time shall remain outstanding without any change thereto; and

(ii) all ownership interests and/or membership interests of the Merging Company issued and outstanding immediately prior to the Effective Time shall automatically cease to be outstanding and shall automatically be canceled without payment of any separate consideration with respect thereto.

FOURTH: GOVERNING LAW

The Plan of Merger shall be construed in accordance with Florida law.

[Signature page follows]