

609278

(Requestor's Name)

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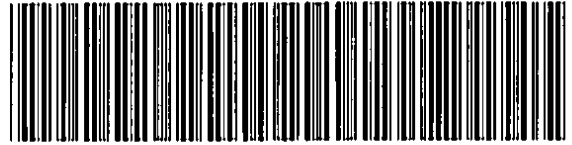
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Communications International, Inc.

Signature _____

Requested by:

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- ☒ _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF MERGER OF
HURRICANE ELECTRONICS, INC.
(an Alabama corporation)
AND
COMMUNICATIONS INTERNATIONAL, INC.
(a Florida corporation)

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Act"), Communications International, Inc., a Florida corporation, hereby adopts the following Articles of Merger relating to the merger of its subsidiaries pursuant to Section 607.1104 of the Act and by the organic law governing the other parties to the merger as described in further detail below.

1. Parties to the Merger. The surviving corporation of the merger is Communications International, Inc., a Florida corporation (the "Surviving Corporation"). The merging corporation is Hurricane Electronics, Inc., an Alabama corporation (the "Merging Corporation").
2. Merger between Parent and Subsidiary Pursuant to Section 607.1104 of the Act. The merger is being effected pursuant to Section 607.1104 of the Act as a merger between a parent and subsidiary. Prior to the effectiveness of the merger, the Surviving Corporation owned 100% of the issued and outstanding shares of the Merging Corporation.
3. Plan of Merger. The Plan of Merger adopted by the Parent is attached hereto as Exhibit A.
4. Approval of the Surviving Corporation Board. The Plan of Merger was duly approved by the Directors of the Surviving Corporation on July 22, 2021. No approval of the shareholders of Surviving Corporation was required.
5. Approval of Shareholders of the Merging Corporation. The Plan of Merger was approved by the Surviving Corporation Board of Directors on behalf of the Surviving Corporation as the sole shareholder of the Merging Corporation on July 22, 2021.
6. Effective Date. The effective date of the merger shall be the date of filing of these Articles of Merger with the Florida Department of State.

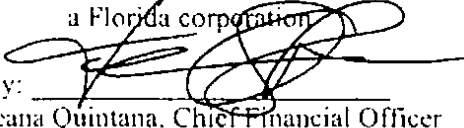
[SIGNATURES ON NEXT PAGE]

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IN WITNESS WHEREOF, these Articles of Merger have been executed this 22 day of July 2021 for delivery to the Florida Department of State, effective as of the date of the filing of this document by the Florida Department of State.

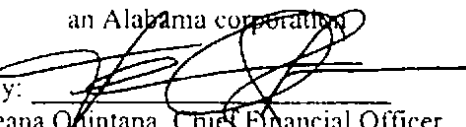
ATTTEST:

By: 
Joseph E. Carpenter, Jr., Secretary

Communications International, Inc.
a Florida corporation
By: 
Jeana Quintana, Chief Financial Officer

ATTTEST:

By: 
Joseph E. Carpenter, Jr., Secretary

Hurricane Electronics, Inc.
an Alabama corporation
By: 
Jeana Quintana, Chief Financial Officer

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EXHIBIT A

AGREEMENT AND
PLAN OF MERGER
OF
HURRICANE ELECTRONICS, INC.
(an Alabama corporation)
AND
COMMUNICATIONS INTERNATIONAL, INC.
(a Florida corporation)

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AGREEMENT AND PLAN OF MERGER, dated this 22nd day of July 2021 pursuant to Section 607.1104 of the Business Corporation Act of the State of Florida and the organic law governing the other parties to the merger, between Hurricane Electronics, Inc., an Alabama corporation ("HEI") and Communications International, Inc., a Florida corporation, ("Ci").

WITNESSETH:

WHEREAS, Ci is the parent of, and owns all of the issued and outstanding stock of HEI;
and

WHEREAS, Ci and HEI, the constituent corporations, desire to merge into a single corporation.

NOW THEREFORE, the constituent corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: HEI hereby merges into Ci with Ci being the surviving corporation.

SECOND: The Articles of Incorporation of Ci, in effect immediately before the effective date of the merger provided in this Agreement, shall, without any changes, continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger until further amended as permitted by law.

THIRD: The effects of the merger on the shares of common stock of Ci and HEI shall be as follows:

(a) Each share of common stock of Ci, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of common stock of HEI, which shall be outstanding on the effective date of this Agreement, and all rights in respect thereof shall forthwith be canceled and retired without any payment therefor.

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

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Florida.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

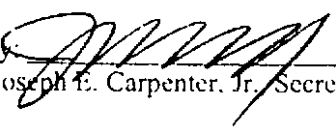
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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by the Boards of Directors of Ci on behalf of itself and by the Board of Directors of Ci as the sole shareholder of HEI, have caused these presents to be executed by the Chief Financial Officer of each party hereto as the respective act, deed and agreement of each of said corporations, on this 22nd day of July, 2021.


ATTTEST:

By: 
Joseph E. Carpenter, Jr., Secretary

Communications International, Inc.
a Florida corporation

By: 
Jeana Quintana, Chief Financial Officer

ATTTEST:

By: 
Joseph E. Carpenter, Jr., Secretary

Hurricane Electronics, Inc.
an Alabama corporation

By: 
Jeana Quintana, Chief Financial Officer

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