

609278

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐

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MAIL

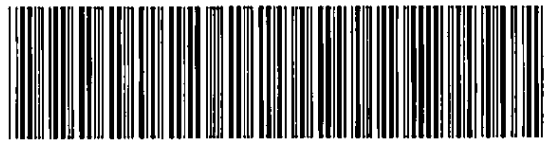
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Merged

FILED
2023 FEB 27 AM 10:30

RECEIVED

2023 FEB 27 PM 4:31

TALLAHASSEE, FL

A. RAMSEY
FEB 28 2023

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

Please Debit I20000000257 For: 78.75

Thank you Seth Neeley



Signature

Requested by: SETH

02/24/23

Name

Date

Time

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Will Pick Up

121 Pender's Printing • Tallahassee, FL 32301

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
4 Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
X 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 _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Communications International, Inc.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Christina Cheli

Contact Person

Carpenter & Berger PL

Firm/Company

111 SE 12 Street

Address

Fort Lauderdale FL 33316

City/State and Zip Code

ccheli@carpenterberger.com

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

For further information concerning this matter, please call:

Christina Cheli

Name of Contact Person

At (954) 772-0121

Area Code & Daytime Telephone Number



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

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

FILED

2023 FEB 27 AM 10:30

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Communications International, Inc.</u>	<u>FL</u>	<u>Corp</u>	<u>609278</u>

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Citation Communications, Inc.</u>	<u>FL</u>	<u>Corp</u>	<u>V17561</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
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THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☐ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☒ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☒ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

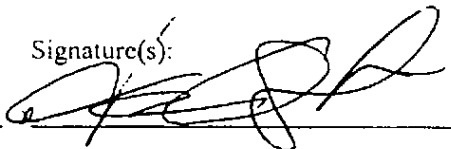
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

Citation Communications, Inc.

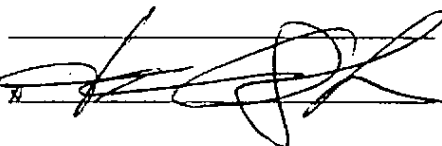
Signature(s):



Typed or Printed
Name of Individual:

Jeana Quintana, CFO

Communications International, Inc.



Jeana Quintana, CFO

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

EXHIBIT A
TO
ARTICLES OF MERGER

AGREEMENT AND
PLAN OF MERGER
OF
CITATION COMMUNICATIONS, INC.
(a Florida corporation)
AND
COMMUNICATIONS INTERNATIONAL, INC.
(a Florida corporation)

AGREEMENT AND PLAN OF MERGER, dated this 24th day of February 2023, pursuant to Section 607.1104 of the Business Corporation Act of the State of Florida, between Citation Communications, Inc., a Florida corporation ("Citation") 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 Citation; and

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW THEREFORE, the 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: Citation 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 Citation 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 Citation, 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.

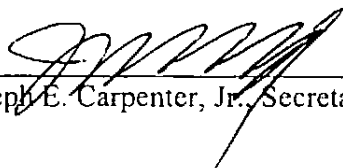
(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

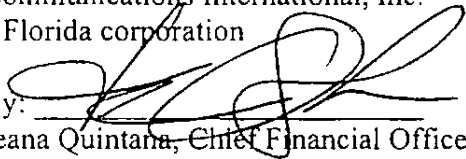
(c) This merger shall become effective upon filing with the Secretary of State of Florida.

(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.

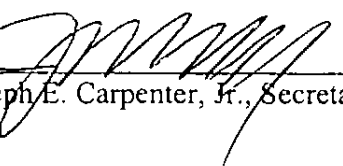
IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by the Boards of Directors of Ci on behalf of itself and by the Board of Directors of Ci as the sole shareholder of Citation, have caused these presents to be executed by the Chief Financial Officer of each party hereto as the respective act, deed and agreement of each of said corporations, on this 21st day of February, 2023.

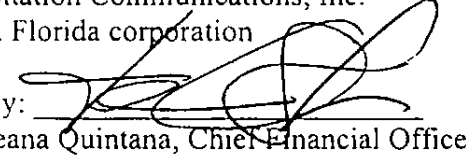
ATTTEST:

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

Citation Communications, Inc.
A Florida corporation
By: 
Jeana Quintana, Chief Financial Officer