

A18000000587

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

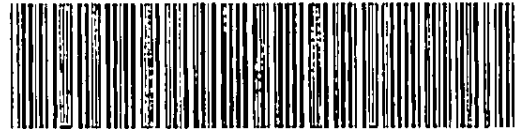
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JAN 05 2019
S. YOUNG

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S. YOUNG

IN THE CIRCUIT COURT OF THE FIFTEENTH JUDICIAL CIRCUIT
IN AND FOR PALM BEACH COUNTY, FLORIDA

IN RE: BASE 4 INTERNATIONAL, INC.,
A Florida Corporation

CASE NO.:
Division:

2019 CA
001261

ORDER ON MOTION TO REVERSE ARTICLES OF MERGER

THIS CAUSE came before the Court on February 10, 2019, upon BASE 4 INTERNATIONAL, INC.'s MOTION FOR ORDER TO REVERSE ARTICLES OF MERGER and the Court having heard argument of counsel of who was present in the courtroom, and being otherwise fully advised in the premises, does hereby

ORDERED AND ADJUDGED that the Motion is hereby **GRANTED**.

The Division of Corporations of the State of Florida shall reverse the Articles of Merger which merged Base 4 International, Inc. (P090000092505) into Base 4 International, LLLP (A18000000587) effective January 1, 2019. Base 4 International, Inc. shall be reinstated as an active Florida corporation.

ORDERED in chambers in West Palm Beach, Palm Beach County, Florida this
11 day of February, 2019.


HONORABLE JANIS KEYSER
CIRCUIT COURT JUDGE

Copies to:
Jill G. Weiss, Esq., JILL G. WEISS P.A., 4440 PGA Blvd., Suite 600, Palm Beach Gardens, FL 33410
[jill@jgweisslaw.com; paralegal@jgweisslaw.com]:

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Base4 International, LLLP

Name of Surviving Party

Please return all correspondence concerning this matter to:

Adam J. Ginsburg

Contact Person

Base4 International, LLLP

Firm/Company

2901 Clint Moore Road, #114

Address

Boca Raton, Florida 33496

City, State and Zip Code

adamg@base-4.com

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

For further information concerning this matter, please call:

Adam Ginsburg

Name of Contact Person

at (561) 702 - 2435

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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

Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity

FILED
18 JUN 20 11:03
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Base 4 International, Inc	Florida	S-Corp

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Base4 International, LLLP	Florida	LLLP

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the 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: January 1, 2019

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.

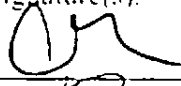

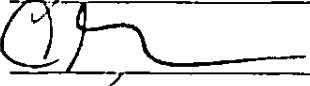
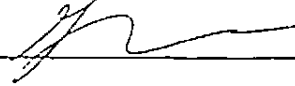
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) 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 each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Base 4 International, Inc		Adam Ginsburg
Base 4 International, Inc		Garry Vermaas
Base4 International, LLLP		Adam Ginsburg
Base 4 International, LLLP		Garry Vermaas

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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 a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Base 4 International, Inc	Florida	S-Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Base4 International, L.L.P	Florida	LLLP

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

Base4 International, L.L.P absorbs the assets and liabilities of Base 4 International, Inc. All current business will be continued by the L.L.P.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The interest of Dr Vermaas and Mr. Ginsburg will contribute their shares of Base 4 International, Inc into d

Dr Vermaas and Mr Ginsburg will then become partners in the new entity.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

GEINC, LLC : 2901 Clint Moore Road, #114, Boca Raton Florida 33496

Vermaas, LLC : 2901 Clint Moore Road, #114, Boca Raton, Florida 33496

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)