

F14000000614

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

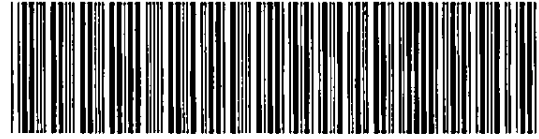
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000302548820

09/17/17--01010--025 **42.75

SEP 17 2017 2:14
STATE OF OHIO
DIVISION OF REVENUE

Name Change

SEP 06 2017
D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Criterion Holdings Corporation
Name of Corporation

DOCUMENT NUMBER: F14000000614

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Johnny Boykins
Name of Contact Person

PalAmerican Security Inc.
Firm/Company

203 38th Avenue N
Address

St. Petersburg, FL 33704
City/State and Zip Code

jboykins@palamerican.com
E-mail address: (to be used for future annual report notification)

17 SEP 2004 09:54 AM
STATE OF FLORIDA
DIVISION OF CORPORATIONS

For further information concerning this matter, please call:

Johnny Boykins at (727) 325.1645
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

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

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 25, 2017

JOHNNY BOYKINS
PALAMERICAN SECURITY INC.
203 38TH AVENUE N
ST PETERSBURG, FL 33704

SUBJECT: CRITERION HOLDINGS CORPORATION
Ref. Number: F14000000614

We have received your document for CRITERION HOLDINGS CORPORATION and your check(s) totaling \$43.75. However, the document has not been filed and is being retained in this office for the following:

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 517A00017862

RECEIVED
17 SEP -5 PM 4:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

1. Criterion Holdings Corporation

(Name of corporation as it appears on the records of the Department of State)

2. Tennessee

(Incorporated under laws of)

3. 7/2009

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? Immediately

5. PalAmerican Security Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

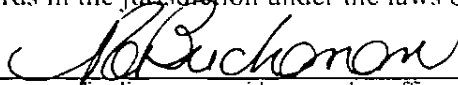
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Robert Buchanan

(Typed or printed name of person signing)

President

(Title of person signing)

RECEIVED
CORPORATION DIVISION
JUL 21 2009
TALLAHASSEE, FLORIDA



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

JOHNNY BOYKINS
203 38TH AVE N
SAINT PETERSBURG, FL 33704-1419

Request Type: Certified Copies
Request #: 248326

Issuance Date: 08/23/2017
Copies Requested: 2

Document Receipt

Receipt #: 003542296 Filing Fee: \$40.00
Payment-Check/MO - PALAMERICAN SECURITY INC., SAINT PETERSBURG, FL \$40.00

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that **PalAmerican Security Inc.**, Control # 666905 was formed or qualified to do business in the State of Tennessee on 09/06/2011. PalAmerican Security Inc. has a home jurisdiction of TENNESSEE and is currently in an Active status. The attached documents are true and correct copies and were filed in this office on the date(s) indicated below.

Tre Hargett
Secretary of State

Processed By: Sheila Keeling

The attached document(s) was/were filed in this office on the date(s) indicated below:

<u>Reference #</u>	<u>Date Filed</u>	<u>Filing Description</u>
6936-0486	09/06/2011	Initial Filing
6946-0859	10/04/2011	Amended and Restated Formation Documents
A0115-3142	04/02/2012	2011 Annual Report (Due 04/01/2012)
A0169-0987	03/29/2013	2012 Annual Report (Due 04/01/2013)
A0203-1221	10/29/2013	Registered Agent Change (by Entity)
A0228-1961	03/28/2014	2013 Annual Report (Due 04/01/2014)
B0204-9687	02/29/2016	2015 Annual Report (Due 04/01/2016)
B0387-0027	04/25/2017	Assumed Name
*B0395-8937	06/26/2017	Merger - Survivor
B0395-8944	06/26/2017	Amended and Restated Formation Documents



Tre Hargett
Secretary of State

Division of Business Services
Department of State

State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

August 17, 2017

JOHNNY BOYKINS
JOHNNY BOYKINS
203 38TH AVENUE N
ST. PETERSBURG, FL 33704

Request Type: Certificate of Existence/Authorization
Request #: 0247783

Issuance Date: 08/17/2017
Copies Requested: 1

Document Receipt

Receipt #: 003533579 Filing Fee: \$20.00
Payment-Credit Card - State Payment Center - CC #: 3709107329 \$20.00

Regarding: PalAmerican Security Inc.
Filing Type: For-profit Corporation - Domestic Control #: 666905
Formation/Qualification Date: 09/06/2011 Date Formed: 09/06/2011
Status: Active Formation Locale: TENNESSEE
Duration Term: Perpetual Inactive Date:
Business County: DAVIDSON COUNTY

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

PalAmerican Security Inc.

* is a Corporation duly incorporated under the law of this State with a date of incorporation and duration as given above;

* has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;

* has filed the most recent annual report required with this office;

* has appointed a registered agent and registered office in this State;

* has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett
Secretary of State

Processed By: Cert Web User

Verification #: 023744731



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

CHARTER
(For-Profit Corporation)

For Office Use Only

The undersigned acting as incorporator(s) of a for-profit corporation under the provisions of the Tennessee Business Corporation Act adopts the following Articles of Incorporation.

1. The name of the corporation is: CRITERION HOLDINGS CORPORATION
(NOTE: Pursuant to Tennessee Code Annotated § 48-14-101(a)(1), each corporation name must contain the words corporation, incorporated, or company or the abbreviation corp., inc., or co.)

2. The number of shares of stock the corporation is authorized to issue is: 1000

3. The name and complete address of the corporation's initial registered agent and office located in the State of Tennessee is:

JAMES PHILLIPS, JR
(Name)

618 CHURCH STREET SUITE 220
(Street Address)

NASHVILLE
(City)

TN, 37219
(State/Zip Code)

DAVIDSON
(County)

4. List the name and complete address of each incorporator:

JAMES PHILLIPS JR 618 CHURCH STREET, SUITE 220, NASHVILLE, TN 37219
(Name) (Street Address, City, State and Zip Code)

5. The complete address of the corporation's principal office is:

618 CHURCH STREET SUITE 220
(Street Address)

NASHVILLE
(City)

TN, DAVIDSON, 37219
(State/County/Zip Code)

6. The corporation is for profit.

7. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time are:

(Date and Time)

(Not to exceed 90 days.)

8. Other provisions:

09/06/2011

Signature Date

I Certify - Electronic Signature

Incorporator's Signature

JAMES PHILLIPS JR

Incorporator's Name

6936.0486

AMENDED AND RESTATED CHARTER OF CRITERION HOLDINGS CORPORATION

The following Amended and Restated Charter (the "Restated Charter") of Criterion Holdings Corporation (the "Corporation") is filed pursuant to the Tennessee Business Corporation Act (the "Act").

1. *Name.* The Corporation's name is Criterion Holdings Corporation.
2. *Date of Adoption of Amendments.* Each amendment set forth herein is duly adopted as of September 23, 2011.
3. *Principal Office.* The Corporation's principal office is located at 618 Church Street, Suite 220, Nashville, Tennessee 37219.
4. *Registered Office & Agent.* The Corporation's registered office is located at 618 Church Street, Suite 220, Nashville, Tennessee 37219. The registered agent is Trippe S. Fried.
5. *Authorization to Issue Certain Corporate Stock.* The Corporation shall be authorized to issue stock as set forth more specifically herein.
 - 5.1 *Common Stock.* The Corporation is authorized to issue One Million (1,000,000) shares of Common Stock.
 - 5.2 *Preferred Stock.* The Corporation is authorized to issue Five Million (5,000,000) shares of Preferred Stock.
6. *Implementation.* Implementation of the provisions of this Restated Charter with respect to the authorization to issue of new shares and reclassification of stock shall be by the issuance of new stock certificates reflecting the respective ownership rights of the shareholders.
7. *Adoption by Shareholders.* This Restated Charter has been adopted by the shareholders in accordance with the provisions of the Act.

[SIGNATURE PAGE FOLLOWS]

RECEIVED
STATE OF TENNESSEE
2011 OCT -4 PM 2:08
TRE HARGETT
SECRETARY OF STATE

6946.0859



James C. Phillips, Jr., Authorized
Signatory, for XMI High Growth
Development Fund, LLC
September 23, 2011

RECEIVED
STATE OF TENNESSEE

2011 OCT -4 PM 2:09

TRE HARGETT
SECRETARY OF STATE

6946.0860



Tennessee Corporation Annual Report Form

AR Filing #: 03022291

Status: Complete

File online at: <http://TNBear.TN.gov/AR>

Due on/Before: 04/01/2012

Reporting Year: 2011

This Annual Report has been successfully paid for and submitted. Your Annual Report will be reviewed by Business Services and filed within 48 hours. Please keep this report for your records.

Annual Report Filing Fee Due:

\$20 if no changes are made in block 3 to the registered agent/office, or
\$40 if any changes are made in block 3 to the registered agent/office

SOS Control Number: 666905

Corporation For-Profit - Domestic

Date Formed: 09/06/2011

Formation Locale: DAVIDSON COUNTY

(1) Name and Mailing Address:

CRITERION HOLDINGS CORPORATION
SHARON BRINDLE
STE 220
618 CHURCH ST
NASHVILLE, TN 37219-2453

(2) Principal Office Address:

SHARON BRINDLE
STE 220
618 CHURCH ST
NASHVILLE, TN 37219-2453

(3) Registered Agent (RA) and Registered Office (RO) Address: Agent Changed: No

Trippe S. Fried
STE 220
618 CHURCH ST
NASHVILLE, TN 37219-2453

Image #: A0115-3142

(4) Name and business address (with zip code) of the President, Secretary and other principal officers.

Title	Name	Business Address	City, State, Zip
President	Robert Buchanan	203 38th Ave N	St. Petersburg, FL 33704
Secretary	Trippe S Fried	618 Church Street Ste 220	Nashville, TN 37219

(5) Board of Directors names and business address (with zip code) (___ None)

Name	Business Address	City, State, Zip
Chad Killian	8953 Harmony Dr	Pittsburg, PA 15237
Cindie A Unger	203 38th Ave N	St Petersburg, FL 33704
James C Phillips Jr	618 Church Street Ste 220	Nashville, TN 37219
Michael D Shmerling	618 Church Street Ste 220	Nashville, TN 37219
Robert Buchanan	203 38th Ave N	St. Petersburg, FL 33704
Trippe Fned	618 Church Street Ste 220	Nashville, TN 37219

(6) This section applies to non-profit corporations ONLY.

A. Our records reflect that your non-profit corporation is a public benefit or a mutual benefit corporation as indicated.

If blank or incorrect, please check appropriately: ___ Public ___ Mutual

B. If a Tennessee religious corporation, please check here if blank: ___ Religious

(7) Signature: Electronic

(8) Date: 03/30/2012 2:09 PM

(9) Type/Print Name: Sharon Brindle

(10) Title: Accounting Associate



Tennessee Corporation Annual Report Form

File online at: <http://TNBear.TN.gov/AR>

Due on/Before: 04/01/2013

Reporting Year: 2012

AR Filing #: 03552662

FILED: Mar 29, 2013 9:52AM

DLN #: A0169-0987.001

Annual Report Filing Fee Due:

\$20 if no changes are made in block 3 to the registered agent/office, or
\$40 if any changes are made in block 3 to the registered agent/office

This Annual Report has been successfully paid for and filed. Please keep this report for your records.

CC Payment Ref #: 149607261

SOS Control Number: 666905

Corporation For-Profit - Domestic

Date Formed: 09/06/2011

Formation Locale: TENNESSEE

(1) Name and Mailing Address:

CRITERION HOLDINGS CORPORATION
STE 220
618 CHURCH ST
NASHVILLE, TN 37219-2453

(2) Principal Office Address:

STE 220
618 CHURCH ST
NASHVILLE, TN 37219-2453

(3) Registered Agent (RA) and Registered Office (RO) Address:

CARTER TODD
STE 220
618 CHURCH ST
NASHVILLE, TN 37219-2453

Agent Changed: Yes

Agent County: DAVIDSON COUNTY

(4) Name and business address (with zip code) of the principal officers.

Title	Name	Business Address	City, State, Zip
President	Robert Buchanan	203 38th Ave N	St. Petersburg, FL 33704
Secretary	Trippe S Fried	618 Church Street Ste 220	Nashville, TN 37219

(5) Board of Directors names and business address (with zip code). None, pursuant to T.C.A. §48-18-101(c), or listed below.

Name	Business Address	City, State, Zip
Chad Killian	8953 Harmony Dr	Pittsburg, PA 15237
Cindie A Unger	203 38th Ave N	St Petersburg, FL 33704
James C Phillips Jr	618 Church Street Ste 220	Nashville, TN 37219
Michael D Shmerling	618 Church Street Ste 220	Nashville, TN 37219
Robert Buchanan	203 38th Ave N	St. Petersburg, FL 33704
Tnppe Fried	618 Church Street Ste 220	Nashville, TN 37219

(6) Signature: Electronic

(7) Date: 03/29/2013 9:52 AM

(8) Type/Print Name: Sharon L Brindle

(9) Title: Accounting Associate

State of Tennessee



Department of State

William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

CHANGE OF REGISTERED AGENT/OFFICE

For Office Use Only

Amendment #: 003550522
FILED: Oct 29, 2013 8:57AM
Image #: A0203-1221
Tre Hargett,
Secretary of State

Pursuant to the provisions of T.C.A. §48-15-102 or §48-25-108 of the Tennessee Business Corporation Act or the Tennessee Nonprofit Corporation Act, the undersigned

RATION

he registered office and the business office of the registered

Date: Oct 29 2013 8:57AM

Title: Vice President

Check Number: 1356 Check Date: 08/17/17 Check Amount: \$*****40.00

08/17/17 17, AUG-FEE \$40.00 \$0.00 \$40.00



Tennessee Corporation Annual Report Form

File online at: <http://TNBear.TN.gov/AR>

Due on/Before: 04/01/2014

Reporting Year: 2013

AR Filing #: 04187524
FILED: Mar 28, 2014 3:45PM
DLN #: A0228-1961.001

Annual Report Filing Fee Due:

\$20 if no changes are made in block 3 to the registered agent/office, or
\$40 if any changes are made in block 3 to the registered agent/office

This Annual Report has been successfully paid for and filed. Please keep this report for your records.

CC Payment Ref #: 155247491

SOS Control Number: 666905

Corporation For-Profit - Domestic

Date Formed: 09/06/2011

Formation Locale: TENNESSEE

(1) Name and Mailing Address:

CRITERION HOLDINGS CORPORATION
STE 220
618 CHURCH ST
NASHVILLE, TN 37219-2453

(2) Principal Office Address:

STE 220
618 CHURCH ST
NASHVILLE, TN 37219-2453

(3) Registered Agent (RA) and Registered Office (RO) Address:

CARTER TODD
STE 220
618 CHURCH ST
NASHVILLE, TN 37219-2453

Agent Changed: Yes

Agent County: DAVIDSON COUNTY

(4) Name and business address (with zip code) of the principal officers.

Title	Name	Business Address	City, State, Zip
President	Robert Buchanan	203 38th Ave N	St. Petersburg, FL 33704
Secretary	Chad Killian	8953 HARMONY DRIVE	PITTSBURG, PA 15237

(5) Board of Directors names and business address (with zip code). None, pursuant to T.C.A. §48-18-101(c), or listed below.

Name	Business Address	City, State, Zip
Chad Killian	8953 Harmony Dr	Pittsburg, PA 15237
Cindie A Unger	203 38th Ave N	St Petersburg, FL 33704
James C Phillips Jr	618 Church Street Ste 220	Nashville, TN 37219
Christopher Booker	618 CHURCH STREET STE 220	NASHVILLE, TN 37219
Robert Buchanan	203 38th Ave N	St Petersburg, FL 33704
Carter Todd	618 CHURCH STREET STE 220	NASHVILLE, TN 37219

(6) Signature: Electronic

(7) Date: 03/28/2014 3:45 PM

(8) Type/Print Name: Sharon Brindle

(9) Title: Accounting Associate



05202425

**Tennessee Corporation Annual Report Form**File online at: <http://TNBear.TN.gov/AR>AR Filing #: 05202425
FILED: Feb 29, 2016 1:51PM

Due on/Before: 04/01/2016

Reporting Year: 2015

Annual Report Filing Fee Due:\$20 if no changes are made in block 3 to the registered agent/office, or
\$40 if any changes are made in block 3 to the registered agent/office

This Annual Report has been successfully paid for and filed. Please keep this report for your records.

Payment-Credit Card - State Payment Center - CC #: 3664226759**SOS Control Number:** 666905

For-profit Corporation - Domestic

Date Formed: 09/06/2011

Formation Locale: TENNESSEE

(1) Name and Mailing Address:CRITERION HOLDINGS CORPORATION
ROBERT A BUCHANAN
203 38TH AVE N
SAINT PETERSBURG, FL 33704-1419**(2) Principal Office Address:**STE 220
618 CHURCH ST
NASHVILLE, TN 37219-2453**(3) Registered Agent (RA) and Registered Office (RO) Address:**STABELL NANCY
STE 220
618 CHURCH ST
NASHVILLE, TN 37219-2453Agent Changed: Yes
Agent County: DAVIDSON COUNTY**(4) Name and business address (with zip code) of the principal officers.**

Title	Name	Business Address	City, State, Zip
President	Robert Buchanan	203 38th Ave N	St. Petersburg, FL 33704
Secretary	Chad Killian	350 MCKINNY ROAD	WEXFORD, PA 15090

(5) Board of Directors names and business address (with zip code). None, pursuant to T.C.A. §48-18-101(c), or listed below.

Name	Business Address	City, State, Zip
Robert Buchanan	203 38th Ave N	St. Petersburg, FL 33704
Chad Killian	350 MCKINNY ROAD	WEXFORD, PA 15090
James Phillips	618 CHURCH STREET, SUITE 220	NASHVILLE, TENNESSEE 37219
Cindie A Buchanan	203 38TH AVENUE NORTH	SAINT PETERSBURG, FLORIDA 33704
Christopher Booker	618 CHURCH STREET, STE. 220	NASHVILLE, TENNESSEE 37219

(6) Signature: Electronic

(7) Date: 02/29/2016

(8) Type/Print Name: Robert A Buchanan

(9) Title: President

B0204-9687 02/29/2016 1:51 PM Received by Tennessee Secretary of State Tre Hargett



004421149

**APPLICATION FOR REGISTRATION
OF ASSUMED NAME**

SS-4230



Tre Hargett
Secretary of State

**Division of Business Services
Department of State**

State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$20.00

For Office Use Only

-FILED-

Amendment # 004421149

Pursuant to the Tennessee Business Corporation Act, Tennessee Nonprofit Corporation Act, Tennessee Limited Liability Company Act, Tennessee Revised Limited Liability Company Act, or the Tennessee Revised Uniform Partnership Act, this application for registration of an assumed name is submitted to the Tennessee Secretary of State.

1. The Secretary of State Control Number is: 000666905
and the true name of the business entity is:
CRITERION HOLDINGS CORPORATION

2. The state or country of organization is:
TENNESSEE

3. The business entity intends to transact business under an assumed name.

4. The assumed name the business entity proposes to use is:
PalAmerican Security
The assumed name must satisfy the statutory requirements for that type of entity.

04/25/2017
Signature Date
St. Petersburg
Signer's Capacity

Electronic
Signature
Robert A Buchanan
Name (typed or printed)

Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.

B0387-0027 04/25/2017 12:36 PM Received by Tennessee Secretary of State Tre Hargett

ARTICLES OF MERGER**CRITERION HOLDINGS CORPORATION**

(a Tennessee corporation)

AND**CRITERION HEALTHCARE SECURITY, INC.**

(a Tennessee corporation)

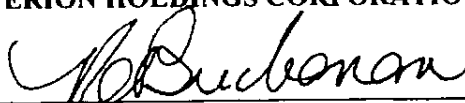
Pursuant to Section 48-21-107 of the Tennessee Business Corporation Act, the following Articles of Merger are executed for the purpose of merging Criterion Healthcare Security, Inc., a Tennessee corporation (the "Disappearing Corporation"), with and into Criterion Holdings Corporation, a Tennessee corporation and sole shareholder of the Disappearing Corporation (the "Surviving Corporation").

1. The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.
2. The merger of the Disappearing Corporation into the Surviving Corporation shall be effective at 11:58 p.m. on June 30, 2017.
3. Approval of the Plan of Merger by the shareholders of the Surviving Corporation and the Disappearing Corporation was not required pursuant to Section 48-21-105(c) of the Tennessee Business Corporation Act.
4. The Plan of Merger was duly approved by the Board of Directors of the Surviving Corporation pursuant to Section 48-21-105(b) of the Tennessee Business Corporation Act on June 22, 2017.

In witness whereof, the undersigned officers have executed this Articles of Merger as of the dates indicated below.

CRITERION HOLDINGS CORPORATION

Date: June 22, 2017

By: 
 Name: ROBERT BUCHANAN
 Title: PRESIDENT

CRITERION HEALTHCARE SECURITY, INC.

Date: June 22, 2017

By: 
 Name: ROBERT BUCHANAN
 Title: PRESIDENT

EXHIBIT A
AGREEMENT AND PLAN OF MERGER
(Please see attached)

B0395-8938 06/26/2017 11:31 AM Received by Tennessee Secretary of State Tre Hargett

B0395-8939 06/26/2017 11:31 AM Received by Tennessee Secretary of State Tre Hargett

AGREEMENT AND PLAN OF MERGER

BETWEEN

CRITERION HOLDINGS CORPORATION
(a Tennessee corporation)

AND

CRITERION HEALTHCARE SECURITY, INC.
(a Tennessee corporation)

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of this 22nd day of June, 2017, between Criterion Holdings Corporation, a Tennessee corporation ("Criterion Holdings"), and Criterion Healthcare Security, Inc., a Tennessee corporation ("Criterion Healthcare").

RECITALS

WHEREAS, Criterion Holdings is a corporation duly organized and existing under the laws of the State of Tennessee;

WHEREAS, Criterion Healthcare is a corporation duly organized and existing under the laws of the State of Tennessee;

WHEREAS, Criterion Holdings owns all of the issued and outstanding shares of the common stock of Criterion Healthcare;

WHEREAS, the board of directors of Criterion Holdings deems it advisable to merge Criterion Healthcare, a wholly owned subsidiary of Criterion Holdings, with and into Criterion Holdings so that Criterion Holdings is the surviving corporation on the terms provided herein (the "Merger");

WHEREAS, the parties intend the Merger to qualify as a tax-free liquidation under Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), and that this Agreement constitute a plan of liquidation under Section 332 of the Code.

NOW, THEREFORE, in consideration of the mutual agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 ***The Merger.*** After satisfaction or, to the extent permitted hereunder, waiver, of all conditions to the Merger, and subject to the applicable provisions of the Tennessee Business Corporation Act (the "Act"), Criterion Healthcare will merge with and into Criterion Holdings, and Criterion Holdings shall file Articles of Merger with the Secretary of State of the State of Tennessee in accordance with the provisions of the Act, and shall make all other filings or recordings required by the laws of the State of Tennessee in connection with the Merger. The Merger shall become effective at such time as shall be provided for in the Articles of Merger (the "Effective Time"). Upon the Effective Time, the separate corporate existence of Criterion Healthcare shall cease and Criterion Holdings shall be the surviving corporation. Criterion Holdings is hereinafter sometimes referred to as the "Surviving Corporation."

1.2 ***Conditions to the Merger.*** This Agreement shall have been adopted by the board of directors of Criterion Holdings in accordance with the requirements of the Act and the organizational documents of Criterion Holdings.

1.3 ***Transfer, Conveyance and Assumption.*** At the Effective Time, Criterion Holdings shall continue in existence as the Surviving Corporation and, without further transfer, succeed to and possess all rights, privileges, powers and franchises of Criterion Holdings, and all of the assets and property of whatever kind and character of Criterion Healthcare shall vest in Criterion Holdings, as the Surviving Corporation, without further deed; thereafter, Criterion Holdings, as the Surviving Corporation, shall be liable for all of the liabilities and obligations of Criterion Healthcare, and any claim or judgment against Criterion Healthcare may be enforced against Criterion Holdings, as the Surviving Corporation, in accordance with the Act.

1.4 ***Charter; Bylaws.***

(a) From and after the Effective Time, the charter of Criterion Holdings shall be the charter of the Surviving Corporation, until duly amended in accordance with the provisions thereof and applicable law.

(b) From and after the Effective Time, the bylaws of Criterion Holdings shall be the bylaws of the Surviving Corporation, until duly amended in accordance with the provisions thereof and applicable law.

1.5 ***Directors and Officers of the Surviving Corporation.***

(a) The directors of Criterion Holdings immediately prior to the Effective Time shall be the directors of the Surviving Corporation from and after the Effective Time.

(b) The officers of Criterion Holdings immediately prior to the Effective Time shall be the officers of the Surviving Corporation from and after the Effective Time.

ARTICLE II

CONVERSION OF SHARES

2.1 *Conversion of Securities.*

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any outstanding share of the common stock of Criterion Holdings, each share of common stock of Criterion Holdings issued and outstanding immediately prior to the Effective Time shall remain unchanged and continue to remain outstanding as one share of common stock of the Surviving Corporation.

(b) At the Effective Time, by virtue of the Merger and without any action on the part of the sole holder of the outstanding shares of common stock of Criterion Healthcare, each share of common stock of Criterion Healthcare outstanding immediately prior to the Effective Time, which shares are held by Criterion Holdings, shall (i) cease to be outstanding, (ii) be canceled and retired without payment of any consideration therefor, and (iii) cease to exist.

ARTICLE III

REPRESENTATIONS AND WARRANTIES

3.1 *Representations and Warranties of Criterion Holdings.* Criterion Holdings hereby represents and warrants that it:

(a) is a corporation duly organized, validly existing and in good standing under the laws of the State of Tennessee and has all the requisite power and authority to own, lease and operate its properties and assets and to carry on its business as it is now being conducted;

(b) is duly qualified to do business as a foreign person, and is in good standing in each jurisdiction where the character of its properties or the nature of its activities make such qualification necessary;

(c) is not in violation of any provisions of its charter or bylaws; and

(d) has full corporate power and authority to execute and deliver this Agreement and, assuming the adoption of this Agreement by the board of directors of Criterion Holdings in accordance with the Act, the bylaws and the charter of Criterion Holdings, consummate the Merger and the other transactions contemplated by this Agreement.

3.2 *Representations and Warranties of Criterion Healthcare.* Criterion Healthcare hereby represents and warrants that it:

(a) is a corporation duly organized, validly existing and in good standing under the laws of the State of Tennessee, and has all the requisite power and authority to own, lease and operate its properties and assets and to carry on its business as it is now being conducted;

(b) is duly qualified to do business as a foreign person, and is in good standing, in each jurisdiction where the character of its properties or the nature of its activities make such qualification necessary;

(c) is not in violation of any provisions of its charter or bylaws; and

(d) has full corporate power and authority to execute and deliver this Agreement and consummate the Merger and the other transactions contemplated by this Agreement.

ARTICLE IV

TERMINATION

4.1 *Termination.* At any time prior to the Effective Time, this Agreement may be terminated and the Merger abandoned for any reason whatsoever by the board of directors of Criterion Holdings, notwithstanding the adoption of this Agreement by the board of directors of Criterion Holdings.

ARTICLE V

FURTHER ASSURANCES

5.1 *Further Assurances as to Criterion Holdings.* If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignment, conveyance or assurance in law or any other acts are necessary or desirable to (i) vest, perfect or confirm in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of Criterion Healthcare acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (ii) otherwise carry out the purposes of this Agreement, Criterion Healthcare and its proper officers shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise carry out the purposes of this Agreement; and the officers and directors of the Surviving Corporation are fully authorized in the name of Criterion Healthcare or otherwise to take any and all such action.

ARTICLE VI

MISCELLANEOUS

6.1 *Amendment.* At any time prior to the Effective Time, this Agreement may be amended, modified or supplemented by the board of directors of Criterion Holdings whether before or after the adoption of this Agreement by the board of directors of Criterion Holdings; provided, however, that after any such approval, there shall not be made any amendment that by law requires the further approval of another body of the parties hereto without such further approval. This Agreement may not be amended except by an instrument in writing signed on behalf of each of Criterion Holdings and Criterion Healthcare.

6.2 **No Waivers.** No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

6.3 **Assignment; Third Party Beneficiaries.** Neither this Agreement, nor any right, interest or obligation hereunder shall be assigned by any of the parties hereto without the prior written consent of the other party. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns. This Agreement is not intended to confer any rights or benefits upon any person other than the parties hereto.


6.4 **Governing Law.** This Agreement shall in all respects be interpreted by, and construed, interpreted and enforced in accordance with and pursuant to the laws of the State of Tennessee.

6.5 **Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed counterpart's signature page of this Agreement, by facsimile, electronic mail in portable document format (.pdf) or by any other electronic means intended to preserve the original graphic and pictorial appearance of a document, has the same effect as delivery of an executed original of this Agreement

6.6 **Entire Agreement.** This Agreement and the documents referred to herein are intended by the parties as a final expression of their agreement with respect to the subject matter hereof, and are intended as a complete and exclusive statement of the terms and conditions of that agreement, and there are no other agreements or understandings, written or oral, among the parties, relating to the subject matter hereof. This Agreement supersedes all prior agreements and understandings, written or oral, among the parties with respect to the subject matter hereof.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, have duly executed this Agreement as of the date first stated above.

CRITERION HOLDINGS CORPORATION

By: 
Name: ROBERT BUCHANAN
Title: PRESIDENT

CRITERION HEALTHCARE SECURITY, INC.

By: 
Name: ROBERT BUCHANAN
Title: PRESIDENT

**SECOND AMENDED AND RESTATED CHARTER
OF
CRITERION HOLDINGS CORPORATION**

Pursuant to the provisions of Section 48-20-107 of the Tennessee Business Corporation Act, the undersigned corporation hereby restates its Charter to supersede its Amended and Restated Charter and any and all prior amendments thereto as follows:

- I. The name of the corporation is Criterion Holdings Corporation.
- II. The text of the Second Amended and Restated Charter is as follows:
 1. **Name.** The name of the corporation is PalAmerican Security Inc.
 2. **Authorized Capital Stock.** The corporation is authorized to issue One Million (1,000,000) shares of common stock, no par value per share.
 3. **Registered Office & Agent.** The registered office of the corporation is located at 992 Davidson Drive, Suite B, Nashville, Davidson County, Tennessee 37205. The name of the corporation's registered agent is Registered Agent Solutions, Inc.
 4. **Principal Office.** The principal office of the corporation is located at 1900 Church Street, Suite 322, Nashville, Davidson County, Tennessee 37203.
 5. **Profit Status.** The corporation is for profit.

III. The Second Amended and Restated Charter as set forth above includes amendments requiring shareholder approval. All such amendments were duly adopted by the sole shareholder of the corporation on June 22, 2017.

IV. This Second Amendment and Restated Charter shall be effective on the 30th day of June, 2017 at 11:59 p.m.

CRITERION HOLDINGS CORPORATION

By: _____

Name: ROBERT BUCHANAN

Title: PRESIDENT

ARTICLE I

MERGER

1.1 **The Merger.** After satisfaction or, to the extent permitted hereunder, waiver, of all conditions to the Merger, and subject to the applicable provisions of the Tennessee Business Corporation Act (the "Act"), Criterion Healthcare will merge with and into Criterion Holdings, and Criterion Holdings shall file Articles of Merger with the Secretary of State of the State of Tennessee in accordance with the provisions of the Act, and shall make all other filings or recordings required by the laws of the State of Tennessee in connection with the Merger. The Merger shall become effective at such time as shall be provided for in the Articles of Merger (the "Effective Time"). Upon the Effective Time, the separate corporate existence of Criterion Healthcare shall cease and Criterion Holdings shall be the surviving corporation. Criterion Holdings is hereinafter sometimes referred to as the "Surviving Corporation."

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1.4 **Charter; Bylaws.**

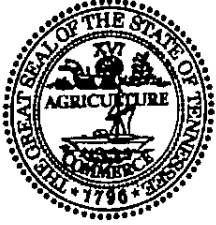
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(a) The directors of Criterion Holdings immediately prior to the Effective Time shall be the directors of the Surviving Corporation from and after the Effective Time.

(b) The officers of Criterion Holdings immediately prior to the Effective Time shall be the officers of the Surviving Corporation from and after the Effective Time.



Tre Hargett
Secretary of State

Division of Business Services
Department of State

State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

JOHNNY BOYKINS
203 38TH AVENUE N
ST. PETERSBURG, FL 33704

July 10, 2017

Request Type: Certificate of Existence/Authorization
Request #: 0243793

Issuance Date: 07/10/2017
Copies Requested: 1

Document Receipt

Receipt #: 003471442

Filing Fee: \$20.00

Payment-Credit Card - State Payment Center - CC #: 3706528911

\$20.00

Regarding: PalAmerican Security Inc.
Filing Type: For-profit Corporation - Domestic
Formation/Qualification Date: 09/06/2011
Status: Active
Duration Term: Perpetual
Business County: DAVIDSON COUNTY

Control #: 666905
Date Formed: 09/06/2011
Formation Locale: TENNESSEE
Inactive Date:

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

PalAmerican Security Inc.

- * is a Corporation duly incorporated under the law of this State with a date of incorporation and duration as given above;
- * has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- * has filed the most recent annual report required with this office;
- * has appointed a registered agent and registered office in this State;
- * has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett
Secretary of State

Processed By: Cert Web User

Verification #: 023228020