

F23000001220

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

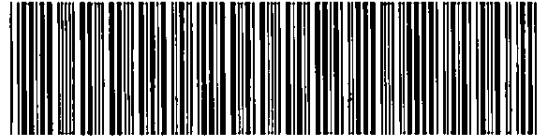
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2024 APR 19 AM 8:33

ALLAHASSEE, FL

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2024 APR 19 PM 3:22

DISPATCH OFFICE
ALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 22, 2024

SUNSHINE STATE CORPORATE COMPLIANCE COMPANY

SUBJECT: KINGFISH HOLDINGS OF FLORIDA, INC.
Ref. Number: F23000001220

CORRECTED
Please Allow For
Same File Date

We have received your document for KINGFISH HOLDINGS OF FLORIDA, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Jalesa S Dennis
Regulatory Specialist II Supervisor

Letter Number: 824A00008726

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2024 APR 25 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 04/19/2024

****WALK IN****

ENTITY NAME RENOVO RESOURCE SOLUTIONS, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

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TALLAHASSEE, FL

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$70

ACCOUNT #: I20160000072

S. R. F/H

Please call Tina at the above number for any issues or concerns. Thank you so much!

EXECUTION VERSION

ARTICLES OF MERGER
OF
RENOVO RESOURCE SOLUTIONS, INC.
(a Florida corporation)

P14-17848

with and into

KINGFISH HOLDING CORPORATION,
(a Delaware corporation)

F23-1220

Pursuant to Section 607.1105
of the Florida Business Corporation Act

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide as follows:

ARTICLE I
State of Incorporation of Constituent Corporations

The name and state of incorporation of each of the constituent corporations ("constituent corporations") of the merger ("Merger") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Renovo Resource Solutions, Inc.	Florida
Kingfish Holding Corporation	Delaware

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ARTICLE II
Surviving Corporation

Kingfish Holding Corporation, a Delaware corporation, shall be the surviving corporation ("Surviving Corporation").

ARTICLE III
Approval of the Plan of Merger

1. The Agreement and Plan of Merger, dated October 28, 2022, by and between Kingfish and Renovo, as amended by the First Amendment to the Agreement and Plan of Merger, dated as of March 31, 2023, by the Second Amendment to the Agreement and Plan of Merger, dated as of August 18, 2023, and by a letter agreement amending the Agreement and Plan of Merger, dated December 15, 2023 (collectively, the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the DGCL. The Merger Agreement and Plan of Merger was approved by the board of directors of Renovo Resource Solutions, Inc., a Florida corporation ("Renovo"), on October, 28, 2022 and by all of the shareholders of Renovo on October, 28, 2022.

ARTICLE IV
Effective Time

These Articles of Merger shall become effective on April 19, 2024 at 5:00 p.m. Eastern Time.

ARTICLE V
Foreign Corporation Approvals

The participation of Kingfish Holding Corporation, a Delaware corporation, in the Merger was duly authorized in accordance with the Delaware General Corporation Laws applicable to Kingfish Holding Corporation.

ARTICLE VI
Service of Process

It is agreed that, upon the Merger becoming effective, the Surviving Corporation:

(1) Appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce the rights of shareholders of each Florida merging corporation that exercise appraisal rights.

(2) Agrees to promptly pay any amount that the shareholders of any merging Florida corporation are entitled to under the provisions of the FBCA with respect to appraisal rights.

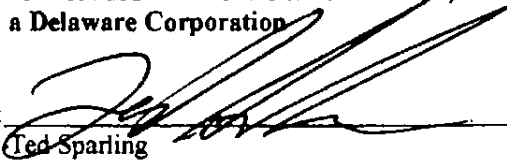
IN WITNESS WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer or director who affirms, under penalties of perjury, that the facts stated above are true and correct.

RENOVO RESOURCE SOLUTIONS, INC.,
a Florida corporation

By: 

Randall Moritz
President

KINGFISH HOLDING CORPORATION,
a Delaware Corporation

By: 

Ted Sparling
President and Chief Executive Officer

FILED

APR 19 2024
5:00 PM
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA