

F97000002532

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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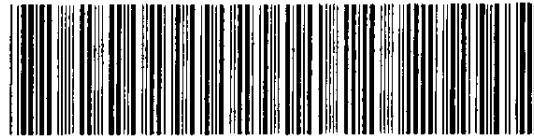
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2016 AUG 29 A. 9:48

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16 AUG 29 PM 1:51

AUG 30 2016

T. LEMEUX

Morgan

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 269826 4360800

AUTHORIZATION :

COST LIMIT : \$ 704.00

ORDER DATE : August 29, 2016

ORDER TIME : 11:35 AM

ORDER NO. : 269826-005

CUSTOMER NO: 4360800

ARTICLES OF MERGER

SPRINT TELECENTERS, INC.

INTO

SPRINTCOM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SprintCom, Inc.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Lora Keithley

Contact Person

Sprint

Firm/Company

6200 Sprint Parkway

Address

Overland Park, KS 66251

City/State and Zip Code

lora.keithley@sprint.com

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

For further information concerning this matter, please call:

Lora Keithley

Name of Contact Person

At (913) 794-1411

Area Code & Daytime Telephone Number

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

STREET ADDRESS:

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

MAILING ADDRESS:

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

ARTICLES OF MERGER

(Profit Corporations)

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 corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SprintCom, Inc.	Kansas	2389757

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sprint TELECENTERS, Inc.	Florida	P96000007209

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 08 / 31 / 2016 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 8/26/2016 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 8/26/2016 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director


Typed or Printed Name of Individual & Title

Sprint TELECENTERS, Inc.



Stefan K. Schnopp, Vice President

SprintCom, Inc.



Stefan K. Schnopp, Vice President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated as of August 26, 2016, is entered into by and between Sprint TELECENTERS, Inc. ("Sprint TELECENTERS"), a Florida corporation, and SprintCom, Inc. ("SprintCom"), a Kansas corporation, sometimes referred to as the Constituent Corporations and will become effective on August 31, 2016 (the "Effective Date").

WHEREAS, the total number of shares of stock which Sprint TELECENTERS has authority to issue is 2,000, all of which are of one class with a par value of \$1.00; and

WHEREAS, the total number of shares of stock which SprintCom has authority to issue is 100, all of which are of one class with a par value of \$2.50; and

WHEREAS, the Board of Directors of the Constituent Corporations have deemed it advisable that Sprint TELECENTERS be merged with and into SprintCom pursuant to the provisions of the Florida Business Corporation Act and the Kansas General Corporation Code upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises, the parties hereto agree as follows:

1. Plan of Merger. In accordance with the Florida Business Corporation Act and the Kansas General Corporation Code, Sprint TELECENTERS shall be merged with and into SprintCom which shall be the surviving corporation. The name of the surviving corporation shall remain unchanged. The Certificate of Incorporation and the Bylaws of SprintCom shall not be amended by reason of the merger and shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation.

2. Effective Date of Merger. At such time as the parties hereto may agree, the Constituent Corporations shall deliver a Certificate of Merger to the Secretary of States of Florida and Kansas pursuant to the Florida Business Corporation Act and the Kansas General

Corporation Code and, and if the Secretary of States of Florida and Kansas find that the respective document conforms to law and all taxes or fees have been paid, the respective documents will be filed.

3. Shares. At the Effective Date of the merger, each issued and outstanding share of common stock of Sprint TELECENTERS shall not be converted or exchanged in any manner into shares of the surviving corporation and shall be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date of the merger shall continue to represent one issued share of the surviving corporation.

4. Directors and Officers. The directors and officers of the surviving corporation at the Effective Date shall be the directors and officers of the surviving corporation in office at the Effective Date, all of whom shall hold their offices until the elections and qualification of their respective successors or until their earlier removal, resignation or death in accordance with the bylaws of the surviving corporation.


5. Termination. This Agreement may be terminated and the transactions contemplated hereby may be abandoned at any time prior to the Effective Date by mutual agreement of the Board of Directors of the Constituent Corporations, in which event all obligations of the Constituent Corporations hereunder shall terminate without liability on the part of any party.

6. Authorizations. The Constituent Corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of Florida and Kansas, and that they will cause to be performed all necessary acts within Florida , Kansas and elsewhere, to effectuate the merger herein provided for.

IN WITNESS WHEREOF, the parties hereto, pursuant to authority given by their respective Board of Directors, have caused this Agreement to be entered into and signed, attested and sealed by their respective authorized officers as of the day and year first above written.

Surviving Entity

SPRINTCOM, INC.


By: 
Stefan K. Schnopp, Vice President

ATTEST:

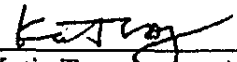

Katie True-Awtry, Assistant Secretary

Non-Surviving Entity

SPRINT TELECENTERS, INC.

By: 
Stefan K. Schnopp, Vice President

ATTEST:


Katie True-Awtry, Assistant Secretary