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2019 HAY 29

MERGER OR SHARE EXCHANGE ENERGY CONTROL TECHNOLOGIES, INC.

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ARTICLES OF MERGER

MERGER OF

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SENSORFACT SERVICES, INC., a Florida corporation

ENERGY CONTROL TECHNOLOGIES, INC., a Florida corporation and in the control of th

The undersigned corporations, in accordance with §607.1105 of the Florida Business Corporation Act, hereby adopt the following Articles of Merger:

ARTICLE I: PARTIES

The parties to these Articles of Merger (herein the "Articles of Merger") are ENERGY CONTROL TECHNOLOGIES, INC., a Florida corporation (herein "ENERGY CONTROL TECHNOLOGIES"), the surviving corporation, document number: G53915 and SENSORFACT SERVICES, INC., a Florida corporation (herein "SENSORFACT"), the merging corporation, document number: P15000022928 (ENERGY CONTROL TECHNOLOGIES and SENSORFACT together herein the "Merging Corporations").

ARTICLE II: SURVIVING CORPORATION

The corporation to survive the merger is ENERGY CONTROL TECHNOLOGIES, INC., a Florida corporation which shall continue under the name of ENERGY CONTROL TECHNOLOGIES, INC.

ARTICLE III: ARTICLES OF INCORPORATION

The Articles of Incorporation of ENERGY CONTROL TECHNOLOGIES, INC., a Florida corporation shall not be changed by virtue of the merger.

ARTICLE IV: TERMS AND CONDITIONS

The plan of merger (herein the "Plan of Merger") submitted to the members of the board of directors (herein the "Board of Directors") of the Merging Corporations is attached hereto as Exhibit "A".

ARTICLE V: ADOPTION

These Articles of Merger and the Plan of Merger were unanimously adopted by both the Board of Directors of:

- (1) ENERGY CONTROL TECHNOLOGIES on May 14, 2019 and
- (2) SENSORFACT on April 11, 2019

Shareholder approval of SENSORFACT was given by unanimous consent of its shareholders. Shareholder approval by the shareholders of ENERGY CONTROL TECHNOLOGIES was not required.

Prepared by: Robert Kapusta, Jr., Esq. FBN: 441538 Fisher & Sauls, P.A. 100 Second Avenue South, Suite 70! St. Petersburg, FL 33701 (727) 822-2033

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ARTICLE VI: STATEMENT AS TO SHARES

The manner in which the issued shares of ENERGY CONTROL TECHNOLOGIES and SENSORFACT will be exchanged, classified or cancelled is as follows:

- A. Each share of common stock of SENSORFACT outstanding prior to these Articles of Merger becoming effective shall be canceled upon the filing of these Articles of Merger.
- B. Each share of common stock of ENERGY CONTROL TECHNOLOGIES outstanding prior to these Articles of Merger becoming effective shall continue to represent one share of common stock of ENERGY CONTROL TECHNOLOGIES, the Surviving Corporation.

ARTICLE VII: EFFECTIVE DATE

The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 29 th day of may 2019.

ENERGY CONTROL TECHNOLOGIES, INC., a Florida corporation

SENSORFACT SERVICES, INC., a Florida corporation

By: (SEAL)

1.05 as its President

(Corporate Seal)

(SE

(Corporate Seal)

Attachments:

Exhibit "A" - Plan of Merger

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EXHIBIT "A"

PLAN OF MERGER OF

SENSORFACT SERVICES, INC., a Florida corporation INTO ENERGY CONTROL TECHNOLOGIES, INC., a Florida corporation

The following plan of merger ("Plan of Merger") is hereby established in accordance with Florida Business Corporation Act.

1. Name of Corporations. The names of the corporations which are parties to this Plan of Merger are SENSORFACT SERVICES, INC., a Florida corporation (herein "SENSORFACT"), which shall merge into ENERGY CONTROL TECHNOLOGIES, INC., a Florida corporation (herein "ENERGY CONTROL TECHNOLOGIES" or the "Surviving Corporation"). The corporation to survive the merger is ENERGY CONTROL TECHNOLOGIES, INC., a Florida corporation, which shall continue under the name ENERGY CONTROL TECHNOLOGIES, INC.

Terms and Conditions of Merger.

- (A) <u>Directors</u>. The directors of ENERGY CONTROL TECHNOLOGIES, INC., a Florida corporation shall continue to hold office as the directors of the Surviving Corporation until the first annual meeting of the shareholders of the Surviving Corporation when their respective successor(s) are elected or appointed in the manner provided in the Bylaws of the Surviving Corporation.
- (B) <u>Board of Directors' Meeting</u>. The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the effective date of the merger.
- (C) <u>Consinuation of Officers</u>. Upon the effective date of merger, all persons who are executive or administrative officers of SENSORFACT SERVICES, INC., a Florida corporation, shall resign and the officers set forth in paragraph 2(D) shall be the officers of the Surviving Corporation subject to the Bylaws of the Surviving Corporation. The Board of Directors of the Surviving Corporation may elect or appoint such additional officers as they may deem necessary, subject to the Bylaws of the Surviving Corporation.
- (D) <u>Names of Officers</u>. The officers and directors of the Surviving Corporation who will continue to serve, are as follows:

Chairman: Advisor:

Richard Combs Randall Hafer Alexander Phillips

President: Vice Presidents:

Jason Combs and Rena Hafer

Treasurer: Secretary

Richard Combs Rena Hafer

(E) Effective Date of Merger.

- shareholders of the constituent corporations as may be required by applicable law and the governing corporate documents of the constituent corporations and shall be adopted upon receipt of such vote as is required by applicable law and governing corporate documents.
- permitted by law and instructed by the Board of Directors of the constituent corporations.

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(F) Effect of Merger.

- Surviving Corporation. The Surviving Corporation, shall, without other transfer, secode to and possess all of the rights, privileges, powers, immunities and franchises, both public and private, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of SENSORFACT and all property, both real and personal, and all debts and liabilities due such corporations on whatever account, as well as all other causes of action and items or rights belonging to such corporations which shall be vested in the Surviving Corporation.
- Rights of Creditors. All of the rights of creditors and all liens upon any property of SENSORFACT shall be preserved, unimpaired, limited to the property effected by such liens at the time of merger, and all debts, liabilities and duties of such corporations shall attach to the Surviving Corporation and may be entered against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.
- Delivery of Deeds and Instruments. From time to time, as requested by the Surviving Corporation, or by its successors or assigns, SENSORFACT shall execute and deliver or cause to be executed and delivered all deeds and other instruments, and shall take such other actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in the Surviving Corporation, title and possession of all of the property, rights, privileges, powers and franchises referred to in this Plan of Merger.
- Expenses of Merger. ENERGY CONTROL TECHNOLOGIES shall pay all (G) expenses associated with this Plan of Merger.
- Manner and Basis of Converting Shares. The manner in which the issued shares of ENERGY CONTROL TECHNOLOGIES and SENSORFACT will be exchanged, classified or cancelled is
- Each share of SENSORFACT common stock outstanding prior to the effective date of this Plan of Merger shall be canceled upon the effective date of the merger.
- Each share of common stock of ENERGY CONTROL TECHNOLOGIES outstanding prior to this Plan of Merger becoming effective shall continue to be outstanding.
- Articles of Merger. ENERGY CONTROL TECHNOLOGIES and SENSORFACT shall cause their respective corporate officers to execute and file with the appropriate government bodies, Articles of Merger reflecting this Plan of Merger.

The following acknowledge that the above is a true and correct copy of the Plan of Merger adopted by the board of directors of ENERGY CONTROL TECHNOLOGIES, INC., a Florida corporation, on May 14, 2019 and by the board of directors and shareholders of SENSORFACT SERVICES, INC., a Florida corporation on April 11, 2019.

ENERGY CONTROL TECHNOLOGIES, INC., a Florida corporation

SENSORFACT SERVICES, INC., a Florida corporation

(SEAL) as its President

(SEAL)

(Corporate Seal)

(Corporate Scal)

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