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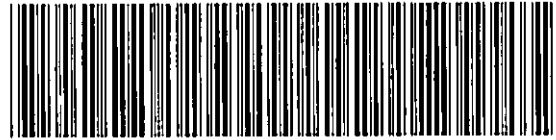
(Business Entity Name)

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DEC 26 2018

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 12/21/2018

Acc#I20160000072

*en: c DW*

Name:	TALON INNOVATIONS CORPORATION
Document #:	
Order #:	11343931

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
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Amount: \$ 70.00

Thank you!

**ARTICLES OF MERGER**  
(Profit Corporations)

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, Act of State 2015-11, ASSESS, FL.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Talon Innovations Corporation	Minnesota	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Talon Innovations (FL) Corporation	Florida	

**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** 12 / 29 / 2018 (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 December 20, 2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 December 20, 2018.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ 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

Talon Innovations Corporation

Jeff Anderson

Jeff Andreson; Chief Financial Officer and Secretary

**Talon Innovations (FL)  
Corporation**

Jeff Anderson

Jeff Andreson; Chief Financial Officer and Secretary

**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Talon Innovations Corporation	Minnesota

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Talon Innovations (FL) Corporation	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Talon Innovations Corporation ("Talon") is a corporation duly organized and validly existing under and by virtue of the laws of the State of Minnesota, having authorized capital stock consisting of 20,000,000 shares of Common Stock, no par value ("Talon Common Stock") of which 20,000,000 shares of Talon Common Stock are issued and outstanding. Talon Innovations (FL) Florida Corporation ("Talon Florida") is a corporation duly organized and validly existing under and by virtue of the laws of the State of Florida, having authorized capital stock consisting of 5,000 shares of Common Stock, par value \$0.10 per share ("Talon Florida Common Stock") of which 5,000 shares of Talon Florida Common Stock are issued and outstanding. Talon Florida is a wholly owned subsidiary of Talon.

At 11:56 p.m. on December 29, 2018 (the "Effective Time"), Talon Florida shall be merged with and into Talon, the separate corporate existence of Talon Florida shall cease (except as may be continued by operation of law), and Talon shall continue as the surviving corporation, all with the effects provided by applicable law. Talon, in its capacity as the surviving corporation of the Merger, is hereinafter sometimes referred to as the "Surviving Corporation." At the Effective Time, by virtue of the Merger,

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: