

W5000042280

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MERGER OR SHARE EXCHANGE
CLOUDTEAM, LLC

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Merger

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ARTICLES OF MERGER
OF
ADDISONEMERSON STAFFING SOLUTIONS, LLC
WITH AND INTO
CLOUDTEAM, LLC

2018 OCT -1 A 11:30

CLERK OF COURT
TALLAHASSEE, FLORIDA

THE FOLLOWING ARTICLES OF MERGER are submitted to merge the following Florida Limited Liability Companies in accordance with §605.1025, Florida Statutes.

FIRST: The merging party is AddisonEmerson Staffing Solutions, LLC (the "Merging Party"), a Florida limited liability company organized on August 10, 2018 by the filing of Document Number L18000192322.

SECOND: The surviving party is cloudteam, LLC (the "Surviving Party"), a Florida limited liability company organized on April 29, 2005 by the filing of Document Number L05000042280, as previously amended on November 4, 2013.

THIRD: The merger was approved by the Merging Party in accordance with §§605.1021-605.1026, F.S., and by each member of the Merging Party who as a result of the merger will have interest holder liability under §605.1023(1)(b), F.S..

FOURTH: The Surviving Party existed before the merger as a domestic filing entity, and the amendment to its public organic record is attached.

FIFTH: The Surviving Party hereby agrees to pay any members with appraisal rights the amount, to which members are entitled under §§605.1006 and 605.1061-605.1072, F.S.

SIXTH: The merger shall be effective as of 12:00:01 a.m. on October 1, 2018, upon the filing of these Articles of Merger by the Florida Department of State, all required fees having been paid.

[Rest of Page Left Intentionally Blank; Signature Page Follows]

IN WITNESS WHEREOF, these Articles of Merger of the Merging Party with and into the Surviving Entity, consisting of two (2) pages including this signature page, has been executed by an authorized representative of each entity this 18th day of September, 2018:

Merging Party:


AddisonEmerson Staffing Solutions, LLC

By: 
Craig Cuffe, Member

By: 
Tim Gesser, Member

Surviving Party:

cloudteam, LLC

By: 
Lou Exline, President
and Sole Member of Orion Technology
Services LLC, Member

By: 
Kris Kocan, Member and Manager

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
CLOUDTEAM, L.L.C.**

The undersigned authorized representative of cloudteam, L.L.C., a limited liability company organized and existing under the laws of the State of Florida (the "Company"), whose Articles of Organization were originally filed with the Florida Department of State on April 29, 2005, Document Number L05000042280, as previously amended on November 4, 2013, hereby adopts the following Amended and Restated Articles of Organization of the Company:

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

cloudteam, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of the Company shall be:

4005 Capron Road
Titusville, Florida 32780

ARTICLE III

Registered Office and Registered Agent

The registered office of the Company shall be located at 6645 S. Tropical Trail, Merritt Island, Florida 32952, and the registered agent of the Company at such office shall be Lou Exline. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Management; Manager(s)

The Company shall be a manager-managed limited liability company. The names and street address of the current Managers of the Company shall be:

Lou Exline - 4005 Capron Road
Titusville, Florida 32780

Rob Cash - 5510 N. Hesperides
Tampa, Florida 33614

ARTICLE V
Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the governance of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles of Organization or contrary to the laws of the State of Florida or of the United States.

ARTICLE VI
Duration and Continuation

The duration of the Company commenced upon filing of the Articles of Organization. The Company shall have perpetual existence. The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member will not cause dissolution of the Company, and the remaining Member(s), if any, have the right to continue the business of the Company, subject to the provisions of applicable law, these Articles and the operating agreement of the Company.

ARTICLE VII
Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Amended and Restated Articles of Organization this 27th day of September, 2018, effective on October 1, 2018.

Lou Exline

Lou Exline, Authorized Representative

CLOUDTEAM, L.L.C.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Amended and Restated Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 27th day of September, 2018, effective on October 1, 2018.

Lou Exline

LOU EXLINE