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McComas Industries, LLC

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EFFECTIVE DATE
12/31/17

ARTICLES OF MERGER
FOR
McCOMAS INDUSTRIES, LLC
AND
GREY ELEPHANT OF ORLANDO, INC.

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SEAL
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 605.1025, *Florida Statutes* and Section 607.1109, *Florida Statutes*, the undersigned, on behalf of the limited liability company and corporation listed below, hereby adopt the following Articles of Merger:

1. The name, entity type, and jurisdiction of the surviving limited liability company are as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
McComas Industries, LLC	Limited Liability Company	Florida

2. The name, entity type, and jurisdiction of the merging corporation are as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
Grey Elephant of Orlando, Inc.	Corporation	Florida

3. The Agreement and Plan of Merger merging Grey Elephant of Orlando, Inc. with and into McComas Industries, LLC is attached to these Articles of Merger as Exhibit A.

4. The merger shall become effective on December 31, 2017.

5. The merger was approved by McComas Industries, LLC, a domestic merging entity that is a limited liability company, in accordance with Sections 605.1021-605.1026, *Florida Statutes*; and by Grey Elephant of Orlando, Inc., a domestic merging entity that is a corporation, in accordance with Sections 607.1101-607.11101, *Florida Statutes*; and by each member of McComas Industries, LLC who as a result of the merger will have interest holder liability under Section 605.1023(1)(b), *Florida Statutes*.

6. McComas Industries, LLC has agreed to pay to any members with appraisal rights the amount to which such members are entitled under the provisions of Section 605.1006 and 605.1061-605.1072, *Florida Statutes*.

McComas Industries, LLC

Grey Elephant of Orlando, Inc.

By: _____

James P. McComas, Manager

By: _____

James P. McComas, President

Date: 12-27-17

Date: 12-27-17

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into on December 27, 2017, by and between McCOMAS INDUSTRIES, LLC, a Florida limited liability company ("McComas"), and GREY ELEPHANT OF ORLANDO, INC., a Florida corporation ("Grey Elephant").

WHEREAS, pursuant to the terms and conditions of this Agreement and in accordance with the Florida Revised Limited Liability Company Act and Florida Business Corporation Act, McComas and Grey Elephant will enter into a transaction in which Grey Elephant will merge with and into McComas (the "Merger"); and

WHEREAS, the sole director and the sole shareholder of Grey Elephant have determined that the Merger is in the best interests of Grey Elephant and its sole shareholder; and

WHEREAS, the manager and the sole member of McComas have determined that the Merger is in the best interests of McComas and its sole member; and

WHEREAS, for federal income tax purposes, it is intended that the Merger qualify as a tax-free reorganization under the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Merger. Upon the terms and conditions set forth in this Agreement, and in accordance with the Florida Business Corporation Act, Grey Elephant shall be merged with and into McComas. As a result of the Merger, the separate corporate existence of Grey Elephant shall cease and McComas shall continue as the surviving corporation following the Merger.

2. Effective Date of Merger. The effective date of the Merger shall be December 31, 2017 (the "Effective Date"). As soon as practical following the execution of the Agreement, the parties shall cause Articles of Merger to be filed with the Department of State of the State of Florida.

3. Effect of Merger. Upon the Effective Date, the following shall occur by operation of law:

(a) Grey Elephant shall merge into McComas and the separate existence of Grey Elephant shall cease, and McComas shall be the surviving limited liability company.

(b) Title to any and all property, or any interest therein, owned by Grey Elephant shall be vested in McComas as the surviving corporation, without reversion or impairment. Neither the rights of creditors nor any liens upon the property of Grey Elephant or McComas shall be impaired by the Merger.

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(c) McComas, as the surviving limited liability company, shall, from the Effective Date, be responsible and liable for all of the debts, liabilities and obligations of Grey Elephant.

(d) Any existing claim, action, or proceeding pending by or against Grey Elephant or McComas may be continued as if the Merger did not occur, or McComas, as the surviving limited liability company, may be substituted in the proceeding for and on behalf of Grey Elephant.

(e) The shares of stock of Grey Elephant shall be converted into membership units of McComas, and the former holder of the shares of stock of Grey Elephant shall be entitled only to the rights provided in the Articles of Merger or to his rights under Section 607.1302, *Florida Statutes*.

4. Conversion of Shares into Membership Units. The manner and basis of converting the shares of stock of Grey Elephant into membership units of McComas are as follows:

(a) As of the Effective Date, each membership unit of McComas issued and outstanding immediately prior to the Merger shall remain issued and outstanding and shall be unchanged as a result of the Merger.

(b) As of the Effective Date, each share of common stock of Grey Elephant which is issued and outstanding immediately prior to the Merger shall be converted into one membership unit of McComas.

5. Additional Documents; Further Cooperation. As of the Effective Date and from time to time thereafter, at the request of any party and without further consideration, the other party shall execute and deliver such instruments and take such other action as may reasonably be required to carry out the intent of the parties in effecting the transactions contemplated by this Agreement and the Merger.

6. Successors and Assigns; Entire Agreement. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective legal representatives, successors and assigns. This Agreement represents the entire understanding of the parties presently in effect and includes all surviving obligations between them. In addition, the parties agree that any other agreements previously entered into between them with respect to the subject matter hereof are hereby terminated, superseded, and canceled by the execution of this Agreement.

7. Modification; Waiver. This Agreement may be modified only by an amendment in writing signed by the parties, and no provision herein may be waived other than by a written instrument signed by the parties.

8. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

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IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger on the date set forth above.

McComas Industries, LLC

By: _____

James P. McComas, Manager

Grey Elephant of Orlando, Inc.

By: _____

James P. McComas, President