

L17000261956

Florida Department of State
Division of Corporations
Electronic Filing

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H18000037729 3)))



H180000377293ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP.
Account Number : 076666002140
Phone : (727) 461-1818
Fax Number : (727) 441-8617

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: LINDAB@JPFIRM.COM

**MERGER OR SHARE EXCHANGE
TOUCHFUSE, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$50.00

RECEIVED
18 FEB 12 AM 8:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
18 FEB 12 A 11:12
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

FEB 13 2018

T. LEMIEUX

Merger

FILED

STATE OF FLORIDA

2018 FEB 12 A 11:12

ARTICLES OF MERGER

of

LEADJIG, LLC, a Florida limited liability company

into

TOUCHFUSE, LLC, a Florida limited liability company

Pursuant to Sections 605.1021 and 605.1025 of the Florida Revised Limited Liability Company Act, the undersigned limited liability companies adopt the following Articles of Merger:

FIRST: The Plan of Merger (a copy of which is attached as Exhibit A) was approved and adopted by the managers and members of LEADJIG, LLC, a Florida limited liability company (the "Merging Company"), on January 31st 2018, in accordance with the applicable provisions of Chapter 605, Florida Statutes, and was approved and adopted by the managers and members of TOUCHFUSE, LLC, a Florida limited liability company (the "Surviving Company"), on January 31st 2018, in accordance with the applicable provisions of Chapter 605, Florida Statutes.

SECOND: The effective date of these Articles of Merger shall be January 1, 2018 ("Effective Date"). On the Effective Date, the following actions will occur:

a. The Merging Company shall merge with and into the Surviving Company. The separate existence of the Merging Company shall cease. All properties, franchises and rights belonging to the Merging Company, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Company, which shall thenceforth be responsible for all the liabilities and obligations of such company.

b. The currently issued and outstanding common units of the Surviving Company shall remain as the issued and outstanding common units of the Surviving Company after the Merger. The Surviving Company shall issue new common units of the Surviving Company to the members of the Merging Company as set forth in the Plan of Merger.

c. Each common unit of the Merging Company issued and outstanding immediately prior to the Effective Date shall be canceled.

THIRD: The Articles of Organization of the Surviving Company, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Organization of the Surviving Company until altered or amended as provided therein or by law.

These Articles of Merger and the Plan of Merger were duly authorized in accordance with the provisions of Chapter 605, Florida Statutes.

Signed this 31st day of January, 2018.

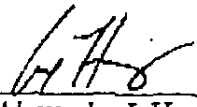
SURVIVING COMPANY:

TOUCHFUSE, LLC,
a Florida limited liability company

By: 
James M. Hug, Manager

MERGING COMPANY:

LEADJIG, LLC, a Florida limited liability company

By: 
Alexander J. Hug, Manager

PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into this 31st day of January, 2018, and shall be effective as of January 1, 2018, by and between the following named limited liability companies.

I - SURVIVING LIMITED LIABILITY COMPANY

TOUCHFUSE, LLC, a Florida limited liability company (the "Surviving Company").

Date of organization: January 1, 2018
Document Number: L17000261956
FEI Number: 59-2721187

II - MERGED COMPANY

LEADJIG, LLC, a Florida limited liability company (the "Merged Company").

Date of organization: February 29, 2016
Document Number: L16000042408
FEI Number: 81-1800029

WITNESSETH:

WHEREAS, the Merged Company is a limited liability company duly organized and existing under the laws of the State of Florida. Its date of organization is described above;

WHEREAS, the Surviving Company is a limited liability company duly organized and existing under the laws of the State of Florida. Its date of organization is described above;

WHEREAS, the Merged Company desires to merge into the Surviving Company;

WHEREAS, the Managers and Members of the Merged Company and the Managers and Members of the Surviving Company deem it advisable that the limited liability companies merge into a single surviving limited liability company under the laws of the State of Florida, and that said surviving limited liability company shall not be a new limited liability company but shall be the Surviving Company, and its existence as a continuing limited liability company under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Plan of Merger contained herein was approved by the Managers and Members of the Merged Company as prescribed by the laws of the State of Florida;

WHEREAS, the Plan of Merger contained herein was approved by the Managers and Members of the Surviving Company as prescribed by the laws of the State of Florida;

WHEREAS, the entire outstanding common units of the Merged Company is held as follows:

<u>Name of Member</u>	<u>Units Held</u>
CLOUD VENTURE PARTNERS, LLC, a Florida limited liability company	65,000
CHRISTOPHER A. GUTIERREZ	22,500
DY VENTURES, LLC, a Florida limited liability company	12,500

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 605 of the Florida Statutes, as amended, that the Merged Company and the Surviving Company shall be, and they are hereby merged into a single limited liability company, the Surviving Company, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the common units of the Merged Company and the Surviving Company shall be as hereinafter set forth.

ARTICLE I EXISTENCE OF SURVIVING COMPANY

A. Upon the Merger becoming effective, the separate existence of the Merged Company shall cease, and the Surviving Company shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Company, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Company, and shall be thereafter as effectively the property of the Surviving Company as they were of the Merged Company, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Company shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Company; all rights of creditors and all liens upon the property of any of the Merged Company and the Surviving Company shall be preserved unimpaired, limited to the property affected by such liens at the time

of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Company shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Company shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II

ARTICLES OF ORGANIZATION OF THE SURVIVING COMPANY

The name of the Surviving Company shall be TOUCHFUSE, LLC. The Articles of Organization of the Surviving Company, as amended herein, shall be and remain the Articles of Organization of the Surviving Company, until the same shall be altered, amended or repealed.

ARTICLE III

OPERATING AGREEMENT OF THE SURVIVING COMPANY

The Operating Agreement of said Surviving Company in effect at the time the Merger becomes effective shall be and remain the Operating Agreement of the Surviving Company until the same shall be altered, amended or repealed.

ARTICLE IV

MANAGERS OF SURVIVING COMPANY

The Manager of the Surviving Company shall be James M. Hug, and he shall hold such respective position until his successor(s) are elected and qualified:

ARTICLE V

MANNER OF CONVERTING UNITS

The manner of converting the common units of the Merged Company and the Surviving Company upon the Merger becoming effective shall be as follows:

A. Each unit of the Merged Company's common units issued and outstanding immediately prior to the effective date of the merger shall be converted into and become common units of the Surviving Company. The Surviving Company shall issue a total of 20,000 common units of the Surviving Company, representing 20.00% of the issued and outstanding common units of the Surviving Company, to each Member of the Merged Company on a pro rata basis consistent with each Member's ownership interest in the Merged Company.

B. Each unit of the Merged Company's common units issued and outstanding at the time of the effective date of the merger shall be cancelled.

ARTICLE VI
APPROVAL OF MERGER BY MEMBERS AND MANAGERS OF
SURVIVING COMPANY

The Articles of Merger and this Plan of Merger have been approved by the members and managers of the Surviving Company, as provided by Chapter 605 of the Florida Statutes, on January 31st, 2018.

ARTICLE VII
APPROVAL OF MERGER BY STOCKHOLDERS AND DIRECTORS OF
MERGED COMPANY

The Articles of Merger and this Plan of Merger have been approved by the members and managers of the Merged Company, as provided by Chapter 605 of the Florida Statutes, on January 31st, 2018.

ARTICLE VIII
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of January 1, 2018, for tax and accounting purposes and shall become effective for purposes of Chapter 605 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

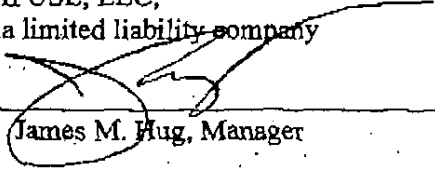
IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

[Signature page follows]

SURVIVING COMPANY:

TOUCHFUSE, LLC,
a Florida limited liability company

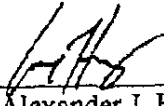
By: _____


James M. Hug, Manager

MERGED COMPANY:

LEADJIG, LLC, a Florida limited liability
company.

By: _____


Alexander J. Hug, Manager