

Division of Corporations

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Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
IDC Holdings, LLC**

Certificate of Status	0
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Estimated Charge	\$85.00

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TALLAHASSEE, FLORIDA

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May 1, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SHUFFIELD LOWMAN

SUBJECT: IDC HOLDINGS, LLC
REF: W18000040846

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

We can find no record of the entity named in your document. If this is the correct name, please provide us with the document number, or any other documentation supporting that this entity is registered with the Division of Corporations.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

FAX Aud. #: H18000134967
Letter Number: 618A00008958

See attached
We request the original file date.

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**ARTICLES OF MERGER OF
FAARUS, LLC
AND
ARCHITECTURAL ELECTRONICS, INC.
WITH AND INTO
IDC HOLDINGS, LLC**

The following Articles of Merger are being submitted in accordance with Section(s) 607.1109, 605.1025, and/or 620.203, Florida Statutes:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type/Document #</u>
1. FAARUS, LLC	Florida	Limited Liability Company Document Number: L11000085562
2. Architectural Electronics, Inc.	Florida	Corporation Document Number: P03000078912

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type/Document #</u>
IDC Holdings, LLC	Florida	Limited Liability Company Document Number: L18000107134

THIRD: The attached Plan of Merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in connection with Chapter(s) 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any, to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

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☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is: _____

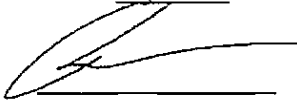
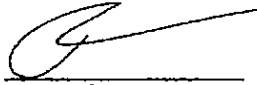

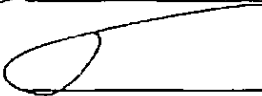
SIXTH: The surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205, and/or 605.1006, F.S.

SEVENTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity's principal office address in its home state, country or jurisdiction is as follows: N/A

EIGHTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligations or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

NINTH: The merger shall become effective on the date of filing of these Articles of Merger.

TENTH: Signature for each party.

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name and Title of Individual</u>
<u>FAARUS, LLC</u>		Richard A. Harem <u>Manager</u>
<u>Architectural Electronics, Inc.</u>		Peter M. Shipp <u>President</u>
<u>IDC Holdings, LLC</u>		Richard A. Harem <u>Manager</u>
		Peter M. Shipp <u>Manager</u>

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PLAN OF MERGER**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. FAARUS, LLC	Florida	Limited Liability Company Document Number: L11000085562
2. Architectural Electronics, Inc.	Florida	Corporation Document Number: P03000078912

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
IDC Holdings, LLC	Florida	Limited Liability Company Document Number: L18000107134

THIRD: The terms and conditions of the merger are as follows:

The merging parties shall be merged with and into the surviving party, and the separate existence of each merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "IDC HOLDINGS, LLC" after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise, of each merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Articles of Organization and the Operating Agreement of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Organization and the Operating Agreement of the surviving party until duly amended in accordance with law, and no change to such Articles of Organization or Operating Agreement shall be affected by the merger hereunder. The person(s) who is/are the manager(s), director(s) and officer(s) of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the manager(s), director(s) and officer(s) of the surviving party without change, subject to the provisions of the Articles of Organization and Operating Agreement of the surviving party and the laws of the State of Florida.

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the shareholders or members of the merging parties or the members of the surviving party, all of the issued and outstanding certificates representing shares or units of interest in each merging party shall be cancelled. The issued and outstanding certificates representing interest in the surviving party shall not be affected by the merger under this Plan of Merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-individual,
Name(s) and Address(es) of General Partner(s) Florida Document/Registration Number

Not Applicable

SIXTH: If a limited liability company is the surviving entity, the name(s) and address(es) of each person authorized to manage and control the Company are as follows:

<u>Name and Address</u>	<u>Title</u>
Peter M. Shipp 660 Clay Street Winter Park, Florida 32789	Manager
Richard A. Harem 660 Clay Street Winter Park, Florida 32789	Manager

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows:

Not Applicable

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EIGHTH: Other provisions, if any, relating to the merger:

None.