

L15000111130

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

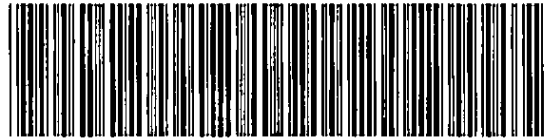
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100314367271

06/22/19--01014--025 \*\*90.00

FILED

2018 JUN 22 PM 12:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger/CC

JUN 25 2018

ALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Signal 22 Holdings, LLC

\_\_\_\_\_  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Donald R. Tescher, Esq.

\_\_\_\_\_  
Contact Person

Tescher & Associates, P.A.

\_\_\_\_\_  
Firm/Company

925 S. Federal Highway, Suite 500

\_\_\_\_\_  
Address

Boca Raton, FL 33432

\_\_\_\_\_  
City, State and Zip Code

rruss22@gmail.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donald R. Tescher

561

997-7008

at (\_\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Articles of Merger  
For  
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Signal 22 Holdings, LLC	Nevada	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Signal 22 Holdings, LLC	Florida	LLC
_____	_____	_____

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

**FILED**  
**2018 JUN 22 PM 12:14**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOURTH:** 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 partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ 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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**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.

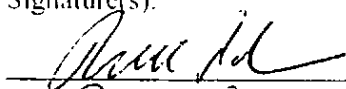
**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

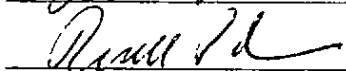
Typed or Printed  
Name of Individual:

Signal 22 Holdings, LLC



Russell Polen

Signal 22 Holdings, LLC



Russell Polen

Corporations:

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

**Fees:** For each Limited Liability Company:

\$25.00

For each Corporation:

\$35.00

For each Limited Partnership:

\$52.50

For each General Partnership:

\$25.00

For each Other Business Entity:

\$25.00

**Certified Copy (optional):**

\$30.00

## EXHIBIT "A"

---

### PLAN OF MERGER

---

This Plan of Merger is made and entered by and between the following Companies (hereinafter collectively referred to as the "Constituent Companies"):

Signal 22 Holdings, LLC, a Florida limited liability company (the "Surviving Company"); and

Signal 22 Holdings, LLC, a Nevada limited liability company (the "Merged Company").

### BACKGROUND

The Members of the Constituent Companies have established that it is advisable for the general welfare and advantage of the Constituent Companies that they merge into a single company which shall not be a new company, but shall be the Surviving Company, whose existence as a company under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, the terms and conditions of said merger are as follows:

1. This Merger shall become effective on \_\_\_\_\_, 2018 or the date the Plan of Merger is filed (the "Effective Date").
2. The names of the Companies that are parties to the Merger are as follows:
  - (a) Signal 22 Holdings, LLC, a Florida limited liability company
  - (b) Signal 22 Holdings, LLC, a Nevada limited liability company
3. The surviving company shall be Signal 22 Holdings, LLC, a Florida limited liability company.
4. To become effective, this Plan shall be approved by the Manager of Signal 22 Holdings, LLC (Florida), and the Manager of Signal 22 Holdings, LLC (Nevada).
5. The Certificate of the Surviving Company in effect at the time the Merger becomes effective shall be and remain the Certificate of the Surviving Company until the same is altered, amended, or repealed.
6. The Merger will not effect any change in the Operating Agreement of the Surviving Company.
7. The Manager of the Surviving Company on the Effective Date shall be and remain the Manager of the Surviving Company.

remain the General Partner of the Surviving Partnership.

8. Subject to the Articles of Merger and in accordance with the applicable Florida Statutes and Nevada Statutes, the separate existence of the Merged Partnership on the Effective Date shall cease and the Surviving Partnership shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a partnership organized under the laws of the State of Florida.

9. Upon the Merger becoming effective, the Surviving Partnership shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Partnerships; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choices in actions, and all and every other interest of or belonging to, or due to each of the Constituent Partnerships, shall be taken and deemed to be transferred to and vested in the Surviving Partnership without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Partnerships shall not revert or be in any way impaired by reason of this Merger.

10. The Surviving Partnership shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Partnership; and, any claim existing or action or proceeding pending by or against the Merged Partnership may be prosecuted as if this Merger had not taken place, or the Surviving Partnership may be substituted in the place of the Merged Partnership. Neither the rights of creditors nor any liens upon the property of any of the Constituent Partnerships shall be impaired by this Merger.

11. On the Effective Date, each limited partnership interest in Signal 22 Investments, LP shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive an equivalent limited partnership interest in Signal 22 Investments, LLLP.

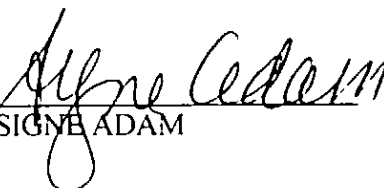
**Signal 22 Investments, LP**

General Partner:

SIGNAL 22 HOLDINGS, LLC,  
a Nevada limited liability company

By:   
RUSSELL POLEN

By:   
TARA POLEN

By:   
SIGNE ADAM

**Signal 22 Investments, LLLP**

General Partner:

SIGNAL 22 HOLDINGS, LLC.,  
a Florida limited liability company

By:   
RUSSELL POLEN

By:   
TARA POLEN

By:   
SIGNE ADAM