

L18000173681

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

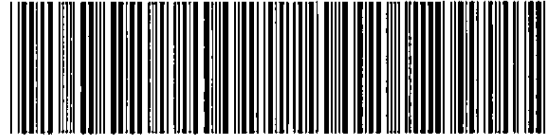
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



300316288593

2018 JUL 25 PM 4:21

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

18 JUL 25 AM 11:22

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

JUL 26 2018  
C MCNAIR



**COGENCYGLOBAL**

115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
866.625.0838  
COGENCYGLOBAL.COM

Date: July 25, 2018

Account#: 120000000088

Name: ERIC HOOD

Reference #: A450617

Entity Name: UBER SCIENTIFIC, LLC

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

2018 JUL 25 PM 4:20  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Authorized Amount: \$50.00

Signature: 

ARTICLES OF MERGER  
OF

UBER SCIENTIFIC, LLC, a Kentucky Limited Liability Company

WITH AND INTO

UBER SCIENTIFIC, LLC, a Florida Limited Liability Company

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2018 JUL 25 PM 4:21

The following Articles of Merger are being submitted in accordance with Section 605.1025, Florida Statutes.

**FIRST:** The name of the entity being merged with and into the other is Uber Scientific, LLC, a Kentucky limited liability company (the "Merging Entity"), with its principal office located at 135 Cherrybark, Lexington, Kentucky 40503.

**SECOND:** The name of the surviving entity is Uber Scientific, LLC, a Florida limited liability company (the "Surviving Entity"), with its principal office located at 3211 Vineland Road, No. 250, Kissimmee, Florida 34746.

**THIRD:** The Agreement and Plan of Merger is attached as Exhibit A hereto, and meets the requirements of Sections 605.1021-605.1026, Florida Statutes.

**FOURTH:** On July 18, 2018, the Agreement and Plan of Merger was duly adopted and approved by the sole member of the Surviving Entity in accordance with Sections 605.1021-605.1026, Florida Statutes.

**FIFTH:** On July 18, 2018, the Agreement and Plan of Merger was duly adopted and approved by the sole member of the Merging Entity in accordance with the applicable provisions of the Kentucky Revised Statutes.

**SIXTH:** There are no amendments to be made to the Surviving Entity's Articles of Organization in connection with the merger.

**SEVENTH:** The Surviving Entity agrees to pay any member of the Surviving Entity with appraisal rights the amount to which such member is entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

**EIGHTH:** The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

*Signatures Follow*

IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Merger as of the 18th day of July, 2018.

**"SURVIVING ENTITY"**

**UBER SCIENTIFIC, LLC**, a Florida limited liability company

By: Gary D Houck  
Gary Houck, Sole Member

**"MERGING ENTITY"**

**UBER SCIENTIFIC, LLC**, a Kentucky limited liability company

By: Gary D Houck  
Gary Houck, Sole Member

## **EXHIBIT A**

### **AGREEMENT AND PLAN OF MERGER**

**UBER SCIENTIFIC, LLC, a Kentucky limited liability company  
WITH AND INTO  
UBER SCIENTIFIC, LLC, a Florida limited liability company**

This Agreement and Plan of Merger (the "Plan") is made and entered into as of the 18th day of July, 2018, by and between (i) UBER SCIENTIFIC, LLC, a Kentucky limited liability company (the "Merging Entity"), and (ii) UBER SCIENTIFIC, LLC, a Delaware limited liability company (the "Surviving Entity" and, together with the Merging Entity, the "Constituent Entities"), in accordance with the provisions of Sections 605.1021 - 605.1026, Florida Statutes.

**NOW, THEREFORE**, in consideration of the foregoing premises and of the mutual agreements herein contained, the parties hereto do hereby agree as follows:

1. **Merger.** Upon filing of the Articles of Merger with the Florida Department of State (such date and time being herein referred to as the "Effective Time"), (a) the Merging Entity shall be merged with and into the Surviving Entity; (b) the Surviving Entity shall be the surviving business entity and shall continue in existence after the Effective Time in accordance with applicable law; and (c) the separate existence of the Merging Entity shall cease. Limited liability for the member of the Surviving Entity shall be retained pursuant to this Plan.

2. **Terms and Conditions; Manner of Conversion.** The manner of converting the limited liability company interests of the Constituent Entities shall be as follows:

(a) The Surviving Entity shall acquire one hundred percent (100%) of the membership interests of the Merging Entity.

(b) At the Effective Time, all of the outstanding limited liability company interests of the Merging Entity shall automatically and by operation of law be cancelled, and any certificates evidencing ownership of such interests shall be void and of no effect. No limited liability company interests of the Surviving Entity or any other consideration shall be issued in exchange therefor.

(c) Each limited liability company interest of the Surviving Entity that is outstanding immediately prior to the Effective Time shall remain outstanding at the Effective Time, and no consideration shall be issued in respect thereof.

3. **Articles of Organization and Operating Agreement.** The Articles of Organization and Operating Agreement of the Surviving Entity in effect immediately prior to the Effective Time shall remain unchanged and continue (until amended or repealed as provided by applicable law) to be the Articles of Organization and Operating Agreement of the Surviving Entity as the surviving business entity on and after the Effective Time.

4. **Principal Office of Surviving Entity.** The location of the principal office of the Surviving Entity is 3211 Vineland Road, No. 250, Kissimmee, Florida 34746

5. **Termination.** The Plan may be terminated and the proposed merger abandoned at any time before the Effective Time of the merger if the members of either of the Constituent Entities duly adopt a resolution abandoning the Plan.

6. **Governing Law.** The Plan shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the date first written above.

**“SURVIVING ENTITY”**

**UBER SCIENTIFIC, LLC**, a Florida limited liability company

By: Gary D Houck  
Gary Houck, Sole Member

**“MERGING ENTITY”**

**UBER SCIENTIFIC, LLC**, a Kentucky limited liability company

By: Gary D Houck  
Gary Houck, Sole Member