

L19000005557

Austin, Sarah M.

Baker Hostetler

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (950)617-6380

From: Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: gliederer@ccmcinc.com

MERGER OR SHARE EXCHANGE
Fintech Risk Mitigation, LLC

Certificate of Status	0
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Corporate Filing Menu

Help

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fintech Risk Mitigation, LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Keith C. Durkin

Contact Person

Baker & Hostetler, LLP

Firm/Company

200 South Orange Avenue, Suite 2300

Address

Orlando, Florida 32801

City, State and Zip Code

ledererg@impactfsg.com

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

For further information concerning this matter, please call:

Keith Durkin

at (407) 649-4005

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

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

2019 JAN 29 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 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>
Technology Safeguard Resources, Inc.	Florida	P12000044676

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>
Fintech Risk Mitigation, LLC	Florida	L19000005557

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 accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

2019 JAN 29 PM 4:21
BakerHostetler
FLORIDA

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the 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.


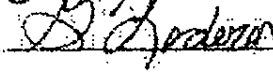
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Fintech Risk Mitigation, LLC		Gene Lederer, Manager
Technology Safeguard Resources, Inc.		Gene Lederer, President

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 a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

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>
Technology Safeguard Resources, Inc.	Florida	corporation

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>
Fintech Risk Mitigation, LLC	Florida	limited liability company

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

Fintech Risk Mitigation, LLC (the "Surviving Entity") and Technology Safeguard Resources, Incorporated (the "Merging Entity") are owned 100% by the same individual. Immediately prior to the effective date, the shareholder will assign all of the outstanding and issued shares of common stock the shareholder owns in the Merging Entity to the Surviving Entity. Since all of the Merging Entity shares will be owned by the Surviving Entity immediately prior to the effective date, no conversion of existing shares is required. After the merger, the Surviving Entity will continue to be owned 100% by the same individual of both the Merging Entity and the Surviving Entity. The Surviving Entity shall: (a) possess all rights, privileges, assets, and property of the Merging Entity; and (b) assume and be liable for all obligations of the Merging Entity. The merger is effectuated pursuant to IRC Section 368(a)(1)(A) and Florida Statutes Section 607.1106.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Fintech Risk Mitigation, LLC (the "Surviving Entity") and Technology Safeguard Resources, Incorporated

(the "Merging Entity") are owned 100% by the same individual. Immediately prior to the effective date,

the shareholder will assign all of the outstanding and issued shares of common stock the shareholder owns

in the Merging Entity to the Surviving Entity. Since all of the Merging Entity shares will be owned by

the Surviving Entity immediately prior to the effective date, no conversion of existing shares is required.

After the merger, the Surviving Entity will continue to be owned 100% by the same individual of both

the Merging Entity and the Surviving Entity.

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Gene Lederer is the manager of the Surviving Entity that is a limited liability company. The manager's address is 7380 Sand Lake Road, Suite 500, Orlando, Florida 32819

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)