

L 20000393443

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 12/29/2020

Name: Chris Vick

Reference #: 1309043

Entity Name: HSW CONSULTING, LLC

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

PLEASE RETAIN ORIGINAL SUBMISSION DATE OF 12/28/20

Authorized Amount: \$60.00

Signature: [Signature]

✉ CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

✉ EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES,
REGISTRY #301972
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LONDON EC3N 3AX
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✉ ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 29, 2020

COGENCY GLOBAL

SUBJECT: HSW CONSULTING, LLC
Ref. Number: L20000393443

We have received your document for HSW CONSULTING, LLC and the authorization to debit your account in the amount of \$60.00. However, the document has not been filed and is being returned for the following:

Document number of surviving LLC is not correct.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Yasemin Y Sulker
Regulatory Specialist III

Letter Number: 820A00026202

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HSW Consulting, LLC

The enclosed Articles of Merger and fees are submitted for filing and for a certified copy of the filing.

Please return all correspondence concerning this matter to:

HSW Consulting, LLC
c/o Morningstar Law Group
ATTN: Lee A. Patterson, III
421 Fayetteville Street, Suite 530
Raleigh, NC 27601

For further information concerning this matter, please call Lee A. Patterson, III at (919) 590-0401.

**ARTICLES OF MERGER
OF
ENVIRONMENTAL MANAGEMENT AND GLOBAL INNOVATIONS, INC.
(a Florida Corporation)**

WITH AND INTO

**HSW CONSULTING, LLC
(a Florida Limited Liability Company)**

These Articles of Merger are hereby filed with the Florida Department of State pursuant to sections 605.1025 and 607.1105, Florida Statutes.

1. The name of the merging corporation is Environmental Management and Global Innovations, Inc., a Florida corporation (Document Number P06000020249) ("**Merging Entity**").

2. The name of the surviving limited liability company is HSW Consulting, LLC, a Florida limited liability company (Document Number L20000393443) ("**Surviving Entity**").

3. The Plan of Merger is attached hereto as Exhibit A.

4. On December 23, 2020, the merger and the Plan of Merger were approved by Surviving Entity in accordance with sections 605.1021-605.1026, Florida Statutes and by Merging Entity in accordance with sections 607.1101-607.1105, Florida Statutes.

5. The participation of Surviving Entity in the merger was duly authorized in accordance with Surviving Entity's organic law.

6. Surviving Entity agrees to pay any shareholders of Merging Entity with appraisal rights the amounts to which such shareholders are entitled under applicable law.

7. The merger shall become effective upon filing of these Articles of Merger.

[Signature Page Follows]

2020 DEC 23 AM 9:01
FILED
CLERK OF THE
SOLICITOR GENERAL'S
OFFICE
TALLAHASSEE, FLORIDA

These Articles of Merger are executed this 23rd day of December, 2020.

MERGING ENTITY:

ENVIRONMENTAL MANAGEMENT AND GLOBAL
INNOVATIONS, INC.

By: 
Carol Henry Emery, President

SURVIVING ENTITY:

HSW CONSULTING, LLC

By: 
Kenneth W. Watson, President

Exhibit A

Plan of Merger

[See Attached]

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "**Agreement**") dated December 23, 2020, is by and between HSW Consulting, LLC, a Florida limited liability company ("**Surviving Entity**"), and Environmental Management and Global Innovations, Inc., Inc., a Florida corporation ("**Merging Entity**"). Merging Entity and Surviving Entity are the "**Constituent Entities**."

RECITALS:

A. Merging Entity and Surviving Entity intend to effect a merger of Merging Entity with and into Surviving Entity with Surviving Entity surviving the merger (the "**Merger**") in accordance with this Agreement and applicable law.

B. This Agreement and the Merger have been adopted and approved by the board of directors and shareholders of Merging Entity and by the managers and sole member of Surviving Entity.

NOW, THEREFORE, in consideration of the agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Merger. At the Effective Time (as defined below), the Constituent Entities shall effect the Merger by Merging Entity merging with and into Surviving Entity with Surviving Entity surviving the Merger.

2. Effective Time. The Merger shall become effective upon the filing of the Articles of Merger in substantially the form attached hereto as Exhibit A (the "**Articles of Merger**") with the Florida Secretary of State (the "**Effective Time**"), or on such later date or dates as the Constituent Entities may agree at or prior to the Effective Time.

3. Effect of the Merger. At the Effective Time, Merging Entity will be merged with and into Surviving Entity in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act (collectively, the "**Acts**"), with the separate existence of Merging Entity ceasing and the separate existence of Surviving Entity continuing with all of its rights, privileges, powers and franchises continuing unaffected by the Merger. The Merger shall have the effects specified in the Acts with Surviving Entity being organized under and governed by the laws of the State of Florida. Accordingly, at the Effective Time, all of the assets and properties (real, personal, mixed, tangible, intangible, and of every other kind and description and wherever situated) of Merging Entity shall become the assets and properties of Surviving Entity, and title thereto shall be vested, without further act or deed, in Surviving Entity just as effectively as such title was vested in Merging Entity.

4. Articles of Organization; Operating Agreement. The Articles of Organization of Surviving Entity will continue to be the Articles of Organization of Surviving Entity after the Effective Time until thereafter duly amended in accordance therewith and applicable law. The Operating Agreement of Surviving Entity as in effect immediately prior to the Effective Time shall continue to be the Operating Agreement of Surviving Entity after the Effective Time until thereafter duly amended in accordance therewith and applicable law.

5. Managers and Officers. The managers and officers of Surviving Entity shall be the managers and officers of Surviving Entity after the Effective Time until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal, in accordance with the Articles of Organization and Operating Agreement of Surviving Entity and applicable law.

6. Cancellation of Shares. At the Effective Time and by virtue of the Merger and without any action on the part of either Constituent Entity, each issued and outstanding share of capital stock of Merging Entity shall be automatically cancelled. The membership interests of Surviving Entity shall not be converted, exchanged or altered in any manner as a result of the Merger and will remain outstanding as capital stock of Surviving Entity.

7. Record of Agreement of Merger; Copies. This Agreement shall be kept on file at the offices of Surviving Entity. Surviving Entity will furnish a copy of this Agreement upon request, without charge, to any member or shareholder (as applicable) of either of the Constituent Entities.

8. Adoption and Approval. Merging Entity and Surviving Entity each represent that this Agreement has been duly adopted, approved, executed and acknowledged in the manner prescribed by the Acts, and that this Agreement is a valid and binding agreement, enforceable in accordance with its terms.

9. Amendment or Abandonment. The Merger shall be effected in accordance with the terms set forth in this Agreement. However, to the extent permissible under the Acts, this Agreement may be amended, or the Merger may be abandoned at any time prior to the Effective Time by action of the board of directors of Merging Entity or the managers of Surviving Entity, notwithstanding the prior adoption and approval of the shareholders of Merging Entity and the sole member of Surviving Entity.

10. Entire Agreement. This Agreement contains the entire agreement among the parties with respect to the subject matter contained herein and supersedes all prior agreements, understandings, negotiations and discussions, whether written or oral, between the parties with respect thereto.


11. Miscellaneous. This Agreement shall be binding upon and inure to the benefit of the parties and their respective successors and assigns. This Agreement shall be governed by the laws of the State of Florida without giving effect to any choice or conflict of law principles of any jurisdiction. This Agreement may be executed in any number of counterparts, original signatures or images of which when taken together shall constitute one and the same Agreement, and signatures transmitted by PDF or other electronic means shall be deemed to be original signatures for all purposes.

[Signature Page Follows]

IN WITNESS WHEREOF, the respective Constituent Entities have caused this Agreement and Plan of Merger to be executed as of the date set forth above.

MERGING ENTITY:

ENVIRONMENTAL MANAGEMENT AND GLOBAL
INNOVATIONS, INC.

By: 
Carol Henry Emery, President

SURVIVING ENTITY:

HSW CONSULTING, LLC

By: 
Kenneth W. Watson, President