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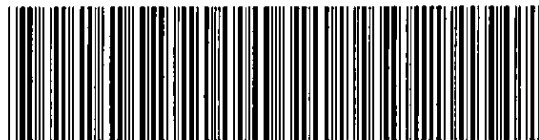
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09/22/23--01009--016 \*\*25.00

11/02/23--01021--004 \*\*25.00

FILED  
2023 OCT 26 PM 1:36  
CLERK OF COURT  
CLERK OF COURT

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Everest Marketing, 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:

Nicole K. Denly Dighton

Contact Person

Willey Law Firm, P.C.

Firm/Company

3519 Center Point Rd. N.E.

Address

Cedar Rapids, IA 52402

City, State and Zip Code

ndighton@willeylaw.com

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

For further information concerning this matter, please call:

Nicole K. Denly Dighton at (319) 390-5555

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

FILED  
2023 OCT 26 PM 1:36  
SECRETARY OF STATE  
FLORIDA

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>
Everest Marketing, LLC	South Carolina	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>
Everest Marketing, LLC	Florida	LLC
L22000532107	_____	_____

**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).

**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 limited 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:

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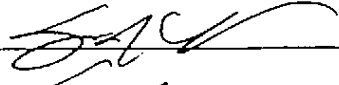
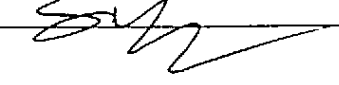
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**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**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:
Everest Marketing, LLC		Samuel Dixon
Everest Marketing, LLC		Samuel Dixon
_____	_____	_____
_____	_____	_____

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

<b><u>Fees:</u></b>	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	<b><u>Certified Copy (optional):</u></b>	\$30.00

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2023 OCT 26 PM 1:36  
SECRETARY OF STATE  
FLORIDA

## Articles of Merger

**Everest Marketing, LLC (a South Carolina Limited Liability Company)**

**Into**

**Everest Marketing, LLC (a Florida Limited Liability Company)**

Pursuant to the provisions of Section 605.1025, Florida Statutes, the undersigned domestic limited liability companies adopt the following articles of merger for the purpose of merging them into one of such limited liability companies:

First: The names of the undersigned limited liability companies and the states under the laws of which they are respectively organized are:

**EVEREST MARKETING, LLC, A SOUTH CAROLINA LIMITED LIABILITY COMPANY**  
**EVEREST MARKETING, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

Second: The laws of the state under which such surviving limited liability company is organized permit such a merger.

Third: The name of the surviving limited liability company is Everest Marketing, LLC and it is to be governed by the laws of the state of Florida.

Fourth: The following plan of merger was approved by the unitholders of the undersigned surviving limited liability company in the manner prescribed by the Florida Revised Limited Liability Company Act and was approved by the undersigned merging limited liability company in the manner prescribed by the laws of the state under which it is organized: See Plan of Merger appended to these Articles.

Fifth: As to each of the undersigned limited liability companies, the number of units outstanding, and the designation and number of outstanding units of each class entitled to vote as a class on such plan are as follows:

Name of limited liability company	Number of outstanding units	Designation class of units	Number of units in each class
Everest Marketing, LLC A South Carolina limited liability company	100		100
Everest Marketing, LLC a Florida limited liability company	100		100

Sixth: As to each of the undersigned limited liability companies, the total number of units voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of units of such class voted for and against such plan, respectively, are as follows:

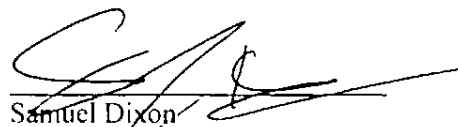
Name of limited liability company	Number of units voted for merger	Number of units voted against merger
Everest Marketing, LLC A South Carolina limited liability company	100	0
Everest Marketing, LLC. a Florida limited liability company	100	0

Seventh: If the surviving limited liability company is to be governed by the laws of any other state, such surviving limited liability company hereby: (a) agrees that it may be served with process in the state of Florida in any proceeding for the enforcement of any obligation of the undersigned merging limited liability company and in any proceeding for the enforcement of the rights of a dissenting unitholder of such merging limited liability company against the surviving limited liability company; (b) irrevocably appoints the secretary of state of Florida as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting unitholders of such merging limited liability company the amount, if any, to which they shall be entitled under the provisions of the South Carolina Uniform Limited Liability Company Act with respect to the rights of dissenting unitholders.

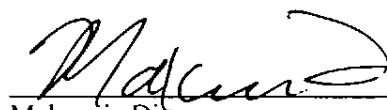
Dated: 9/1/23

Everest Marketing, LLC.  
a South Carolina limited liability company

By:

  
Samuel Dixon  
Its Member

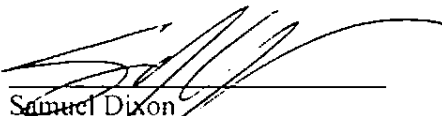
and

  
Makenzie Dixon  
Its Member

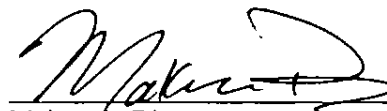
Dated: 9/1/23

Everest Marketing, LLC.  
a Florida limited liability company

By:

  
Samuel Dixon  
Its Member

and

  
Makenzie Dixon  
Its Member

## **Agreement and Plan of Merger**

Agreement of merger made and adopted on May 1, 2023, pursuant to Florida Statutes between **Everest Marketing, LLC**, a limited liability company organized and existing under the laws of the State of South Carolina, and **Everest Marketing, LLC**, a limited liability company organized and existing under the laws of the State of Florida.

The parties recite and declare that:

A. Both of the constituent limited liability companies desire to merge into a single limited liability company.

B. **Everest Marketing, LLC** by its Articles of Organization, which were filed in the office of the Secretary of State of the State of South Carolina on December 26, 2018, has authorized the issuance of 100 units without nominal or par value, of which all 100 units are now issued and outstanding and such units shall be canceled pursuant to this plan and agreement of merger.

C. **Everest Marketing, LLC** a limited liability company organized under the laws of the State of Florida by its Articles of Organization, which were filed in the office of the Secretary of State of the State of Florida, on December 20, 2022, has authorized the issuance of 100 units without nominal or par value, of which all 100 units are now issued and outstanding.

D. The registered office of Everest Marketing, LLC in the State of South Carolina is located at 125 Eagles Nest Drive, Suite C, Seneca, Oconee County, South Carolina 29678, and the name of its registered agent at such address is Samuel (Sam) Dixon.

E. The registered office of Everest Marketing, LLC in the State of Florida is located at 111 N. Orange Ave., Suite 775, Orlando, Orange County, FL 32801, and the name and address of its registered agent is Samuel Dixon of 111 N. Orange Ave., Suite 775, Orlando, Orange County, FL 32801.

The limited liability companies, parties to this agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of the merger and mode of carrying the same into effect as follows:

### **SECTION ONE. MERGER**

Everest Marketing, LLC, a limited liability company organized under the laws of the State of South Carolina, hereby merges into Everest Marketing, LLC, a limited liability company organized under the laws of the State of Florida, and Everest Marketing, LLC, organized under the laws of the state of Florida shall be the surviving limited liability company.

## **SECTION TWO. AMENDMENT OF CHARTER**

The Articles of Organization of Everest Marketing, LLC, a Florida corporation, as heretofore amended and as in effect on the day of the merger provided for in this agreement, shall continue in full force and effect as the Articles of Organization of the limited liability company surviving this merger.

## **SECTION THREE. CONVERSION OF SHARES**

The manner of converting outstanding units of each of the limited liability companies into the units of the surviving limited liability company shall be as follows:

- (a) Each unit of the surviving limited liability company, which shall be issued and outstanding on the effective date of this agreement, shall be canceled.
- (b) Each unit of the merged limited liability company which shall be outstanding on the effective date of this agreement, and all rights in respect thereof shall forthwith be changed and converted into units of the surviving limited liability company in the following manner:
  - (1) Samuel Dixon shall be issued one unit of the surviving limited liability company for each of his one units of the merged limited liability company, or a total of 4 units.
  - (2) Makenzie Dixon shall be issued one unit of the surviving limited liability company for each of her one units of the merged limited liability company, or a total of 96 units.
- (c) After the effective date of this agreement each holder of an outstanding certificate representing units of the merged limited liability company shall surrender the same to the surviving limited liability company and each such holder shall be entitled on such surrender to receive the number of units of the surviving limited liability company on the basis provided herein. Until so surrendered the outstanding units of the merged limited liability company to be converted into the stock of the surviving limited liability company as provided herein, may be treated by the surviving limited liability company for all company purposes as evidencing the ownership of units of the surviving limited liability company as though the surrender and exchange had taken place.

## **SECTION FOUR. TERMS AND CONDITIONS OF MERGER**

The terms and conditions of the merger are as follows:

- (a) The operating agreement of the surviving limited liability company as it shall exist on the effective day of this agreement shall be and remain the operating agreement of the surviving limited liability company until the same shall be altered, amended and repealed as therein provided.



(b) This merger shall become effective on filing with the Secretary of State of the State of Florida. However, for all accounting purposes the effective day of the merger shall be as of the close of business on May 1, 2023.

(d) On the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged limited liability company shall be transferred to, vested in and devolved on the surviving limited liability company without further act or deed, and all property, rights, and every other interest of the surviving limited liability company and the merged limited liability company shall be as effectively the property of the surviving limited liability company as they were of the surviving limited liability company and the merged limited liability company respectively. The merged limited liability company hereby agrees from time to time, as and when requested by the surviving limited liability company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving limited liability company may deem necessary or desirable in order to vest in and confirm to the surviving limited liability company title to and possession of any property of the merged limited liability company acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper members of the merged limited liability company and the proper members of the surviving limited liability company are fully authorized in the name of the merged limited liability company or otherwise to take any and all such action.

(e) All company acts, plans, policies, contracts, approvals and authorizations of the merged limited liability company, its members, committees elected or appointed by the members and agents, which were valid and effective immediately prior to the effective day of the merger shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the surviving limited liability company and shall be as effective and binding thereon as the same were with respect to the merged limited liability company. The employees of the merged limited liability company shall become the employees of the surviving limited liability company and continue to be entitled to the same rights and benefits that they enjoyed as employees of the merged limited liability company. Any employee plan or agreement of the merged limited liability company shall be adopted, effective and binding on the surviving limited liability company as the same were with respect to the merged limited liability company.

(f) The surviving limited liability company hereby (1) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the merged limited liability company and in any proceeding for the enforcement of the rights of a dissenting unitholder of the merged limited liability company; (2) irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service or process in any such proceedings; and (3) agrees that it will promptly pay to dissenting unitholders of the merged limited liability company the amount, if any, to which they shall be entitled pursuant to the


laws of the State of Florida.

**SECTION FIVE. TERMINATION OR ABANDONMENT**

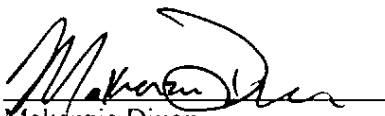
Anything in this agreement or elsewhere to the contrary notwithstanding, this agreement may be terminated and abandoned by the members of either constituent limited liability company at any time prior to the date of filing the agreement with the Secretary of State.

In witness whereof, the parties have executed this agreement in triplicate at Florida the day and year first above written.


Everest Marketing, LLC, a South Carolina limited liability company

By:   
Samuel Dixon  
Its Member


and

  
Makenzie Dixon  
Its Member

Everest Marketing, LLC, a Florida limited liability company

By:   
Samuel Dixon  
Its Member

and

  
Makenzie Dixon  
Its Member