

M130005120

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H16000135321 3)))



H160001353213ABCW

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 JUN -2 AM 10:15

2016 JUN -2 PM 1:48  
TALLAHASSEE, FLORIDA

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
FASTLINE PUBLICATIONS, LLC.**

Certificate of Status	0
Certified Copy	0
Page Count	12
Estimated Charge	\$25.00

JUN 03 2016

**S. YOUNG**

Electronic Filing Menu

Corporate Filing Menu

Help

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE  
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN FLORIDA**

**SECTION I (1-4 must be completed)**

1. Name of limited liability Company as it appears on the records of the Florida Department of State: FASTLINE PUBLICATIONS, LLC.
2. The Florida document number of this limited liability company is: M13000005120
3. Jurisdiction of its organization: Kentucky
4. Date authorized to do business in Florida: 08/14/2013

**SECTION II (5-9 complete only the applicable changes)**

5. New name of the limited liability company: FASTLINE MEDIA GROUP, LLC  
(must contain "Limited Liability Company," "L.L.C." or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_

*Enter Florida Street Address*

\_\_\_\_\_, **Florida** \_\_\_\_\_  
*City Zip Code*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

\_\_\_\_\_  
*If Changing Registered Agent, Signature of New Registered Agent*

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

\_\_\_\_\_

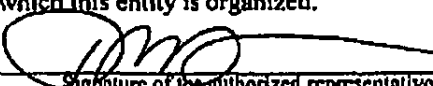
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 JUN -2 AM 10:16

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
15 JUN -2 AM 10:16

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

  
\_\_\_\_\_  
Signature of the authorized representative

TIMOTHY HESS

\_\_\_\_\_  
Typed or printed name of signer

Filing Fee: \$25.00

**Commonwealth of Kentucky**  
**Alison Lundergan Grimes, Secretary of State**

Alison Lundergan Grimes  
Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718  
(502) 564-3490  
<http://www.sos.ky.gov>

**Certificate of Existence**

Authentication number: 176928

Visit <https://app.sos.ky.gov/ftshow/certvalidate.aspx> to authenticate this certificate.

I, Alison Lundergan Grimes, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

**FASTLINE MEDIA GROUP, LLC**

is a limited liability company duly organized and existing under KRS Chapter 14A and KRS Chapter 275, whose date of organization is December 30, 2003 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 27<sup>th</sup> day of May, 2016, in the 224<sup>th</sup> year of the Commonwealth.



*Alison Lundergan Grimes*  
Alison Lundergan Grimes  
Secretary of State  
Commonwealth of Kentucky  
176928/0575342

16 JUN -2 AM 10:16  
RECD  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310



**Alison Lundergan Grimes  
Secretary of State**

**Certificate**

I, Alison Lundergan Grimes, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF ORGANIZATION OF  
FASTLINE MERGER, LLC FILED DECEMBER 30, 2003;

ARTICLES OF MERGER OF FASTLINE PUBLICATIONS, INC. INTO FASTLINE  
MERGER, LLC TO BE KNOWN AS FASTLINE PUBLICATIONS, INC. FILED  
DECEMBER 30, 2003;

ARTICLES OF AMENDMENT OF FASTLINE PUBLICATIONS, INC. CHANGING NAME  
TO FASTLINE MEDIA GROUP, LLC FILED JANUARY 13, 2016.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
Official Seal at Frankfort, Kentucky, this 31st day of May, 2016.



*Alison Lundergan Grimes*

Alison Lundergan Grimes  
Secretary of State  
Commonwealth of Kentucky  
kfarris/0675342 - Certificate ID: 176966

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 JUN -2 AM 10:16

0575342.06

J. Dozier  
LACO

John Y. Brown III  
Secretary of State  
Received and Filed  
12/30/2003 3:47:40 PM  
Fee Receipt: \$40.00

**ARTICLES OF ORGANIZATION  
FOR  
FASTLINE MERGER, I LC**

The undersigned, serving as the organizer, hereby forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act (the "Act"), KRS Chapter 275 as follows:

**ARTICLE I**

**NAME**

The name of the limited liability company shall be Fastline Merger, LLC (the "Company").

**ARTICLE II**

**INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the Company's initial registered office shall be 400 W. Market, Louisville, KY 40202. The name of the Company's initial registered agent at that office shall be S & H Louisville, LLC.

**ARTICLE III**

**INITIAL PRINCIPAL OFFICE**

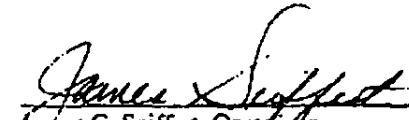
The mailing address of the initial principal office of the Company shall be 4900 Fox Run Road, Buckner, KY 40010.

**ARTICLE IV**

**MANAGEMENT**

The Company shall be managed by the members.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization, this 29<sup>th</sup> day of December, 2003.

  
James C. Seiffert, Organizer

16 JUN -2 AM 10:16  
SECRETARY OF STATE  
FALLS CHURCH, VIRGINIA



**ARTICLES OF MERGER**  
**FASTLINE PUBLICATIONS, INC.,**  
**A Kentucky Corporation**

**INTO**

**FASTLINE MERGER, LLC,**  
**A Kentucky Limited Liability Company**

Pursuant to the provisions of the Kentucky Revised Statutes ("KRS") Section 271B.089 and 275.345, respectively, the undersigned Kentucky corporation, and Kentucky limited liability company hereby each execute these Articles of Merger.

1. Fastline Publications, Inc. a Kentucky corporation (the "Merging Entity"), shall merge into Fastline Merger, LLC, a Kentucky limited liability company ("Surviving Entity"), pursuant to the terms and conditions of the Agreement and Plan of Merger dated December 30, 2003 (the "Plan"), in the form attached hereto as Exhibit A, which has not been abandoned and which was duly authorized and approved in the manner set forth below and in accordance with the applicable laws of the Commonwealth.
2. Approval was required of all parties to the merger. The Board of Directors of the Merging Entity duly recommended the Plan to its shareholders by unanimous written consent on December 30, 2003, followed immediately by the approval of the Plan by the unanimous consent of the shareholders on December 30, 2003.
3. The members of the Surviving Entity, a member-managed Kentucky limited liability company duly approved the Plan by unanimous consent on December 30, 2003.
4. The name of the Surviving Entity shall be changed pursuant to these Articles of Merger to Fastline Publications, LLC.
5. The merger of the Merging Entity into the Surviving Entity shall be effective upon the filing and recordation of these Articles of Merger with the Kentucky Secretary of State.

**0575342.06**

Chance  
LAOM

John Y. Brown II  
Secretary of State  
Received and File  
12/30/2003 3:54:05 PM  
Fee Receipt: \$50.00

16 JUN -2 AM 10:16  
SECRETARY OF STATE  
TREASURER, KENTUCKY





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

This Agreement and Plan of Merger (the "Plan") is entered into this December 21, 2003 by and between FASTLINE PUBLICATIONS, INC., a Kentucky corporation (the "Merging Entity") and FASTLINE MERGER, LLC, a Kentucky limited liability company (the "Surviving Entity"), and both of which are sometimes hereinafter referred to collectively as the "Constituent Entities."

#### **- PRELIMINARY STATEMENTS -**

The Constituent Entities to this Plan, deem it in the best interest of each of their said business entities and their respective shareholders and members, that the Constituent Entities engage in a merger under laws of the Commonwealth of Kentucky in which the Merging Entity merges with and into the Surviving Entity with the shareholders of the Merging Entity receiving membership interests of the Surviving Entity pursuant to the terms and conditions hereinafter set forth:

NOW THEREFORE, in consideration of the mutual promises and covenants herein, the Constituent Entities agree to the terms and conditions of the merger as hereinafter set forth:

#### **- AGREEMENT -**

1. The Merging Entity, which is a corporation organized and in existence under the laws of the Commonwealth of Kentucky, shall be merged with and into the Surviving Entity, a limited liability company organized and in existence under the laws of the Commonwealth of Kentucky. As a result of the merger, limited liability for the shareholders of the Merging Entity and the members of the Surviving Entity will be retained, pursuant to the terms of this Agreement and the laws of the Commonwealth of Kentucky.
2. Each issued and outstanding share of common capital stock of the Merging Entity will be converted into Membership Interests of the Surviving Corporation. No other form of consideration will be received by the shareholder of the Merging Entity on the conversion.
3. The issued and outstanding Membership Interests shall remain issued and outstanding.
4. Subject to the provisions contained herein, the Articles of Organization of the Surviving Entity and the Bylaws of the Merging Entity in effect on the date of this Plan, shall be its Articles of Organization and the Bylaws shall serve as the Operating Agreement from and after the Effective Date, to the extent not otherwise in violation of the Act.
5. On the Effective Date, the separate existence of the Merging Entity shall cease (except insofar as continued by statute) and it shall be merged with and into the Surviving Entity. The merger will have the legal effect as set forth in KRS 275.365, including but not limited to (i) all property, personal, mixed and intangible of the Merging Entity and all its claims, liabilities, actions, debts, contracts and obligations shall be transferred to and vested in the Surviving Entity.

FASTLINE PUBLICATIONS, INC.

16 JUN -2 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

without further act or deed, and (ii) the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Merging Entity and any claims or judgments against the Merging Entity may be enforced against the Surviving Entity.

6. The name of the Surviving Entity shall be "Fastline Publications, LLC, and the Members shall do everything necessary and appropriate, including amending the Surviving Entity's Articles of Organization to reflect the change, if necessary. The Surviving Entity will retain the Merging Entity's federal, state and local employer identification numbers. The Surviving Entity will file Form 8832 'Entity Classification' with the Internal Revenue Service to be treated as a "corporation" for federal income tax purposes. The Surviving Corporation will retain the Merging Corporation's S Corporation tax status for federal, state and local tax purposes.

7. The authorized officers and directors of the Merging Entity in office immediately prior to the Effective Date of the Merger shall, as and when requested at any time by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary and desirable to evidence or carry out the merger.

8. The Effective Date of the merger shall be upon the filing of the Articles of Merger with the Kentucky Secretary of State.

IN WITNESS WHEREOF the authorized officers of the respective parties have duly executed this Agreement the day and year first above written.

ATTEST

FASTLINE PUBLICATIONS, INC.

BY William G. Howard  
Secretary

BY William G. Howard  
William G. Howard, President

ATTEST

FASTLINE MERGER, LLC

BY William G. Howard  
Member

BY William G. Howard  
William G. Howard, Member

16 JUN -2 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



COMMONWEALTH OF KENTUCKY  
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

0575342.06

ballmonos  
AMD

Allison Lundergan Grimes  
Kentucky Secretary of State  
Received and Filed:  
1/13/2016 10:45 AM  
Fee Receipt: \$40.00

Division of Business Filings  
Business Filings  
PO Box 718  
Frankfort, KY 40602  
(502) 564-3490  
www.sos.ky.gov

Articles of Amendment  
(Limited Liability Company)

LLA

Pursuant to the provisions of KRS 14A and KRS Chapter 275, the undersigned applicant applies to amend articles and, for that purpose, submits the following statements:

1. Name of the limited liability company on record with the Office of the Secretary of State is:

Fastline Publication, LLC.

(Name must be identical to the name on record with the Secretary of State.)

2. The text of each amendment adopted: Fastline Media Group, LLC

3. The date of adoption of each amendment was December 18, 2015

4. Mark the appropriate line in the following statement for the adoption of the amendment (check only one option):

The amendment(s) was/were duly adopted by the managers ☒ or members ☐ in accordance with the articles of organization, the operating agreement of the limited liability company, or this chapter.

5. This amendment will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective cannot be prior to the date the application is filed. The date and/or time is \_\_\_\_\_

(Delayed effective date and/or time)

6. The individual signing these articles of amendment is a (check only one): Member ☐ or Manager ☒.

We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

William Howard  
Signature of Member, Manager or Authorized Party

William Howard  
Printed Name

Manager  
Title

12/18/15  
Date

Signature of Member, Manager or Authorized Party

Printed Name

Title

Date