

12/31/2019

Division of Corporations

Florida Department of State  
Division of Corporations  
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Division of Corporations  
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## MERGER OR SHARE EXCHANGE

Superion, LLC

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	<i>93.75</i>

*78.75*

*Merger*

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Corporate Filing Menu

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*1/7/20*

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

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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>
Public Safety Corporation	Florida	Corporation
Superion, LLC	Delaware	Limited Liability Company

P13-34212  
M17-1946

**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>
Superion, LLC	Delaware	Limited Liability Company

**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.

**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:

January 1, 2020 for accounting purposes only

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**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:

Superior, LLC

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1209 Orange Street

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Wilmington, County of New Castle, DE 19801

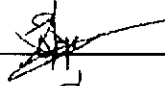
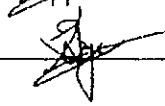
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

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:
Superior, LLC		Simon Angove
Public Safety Corporation		Simon Angove

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>
Public Safety Corporation	Florida	Corporation
Superion, LLC	Delaware	Limited Liability Company

**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>
Superion, LLC	Delaware	Limited Liability Company

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

Public Safety Corporation shall be merged with and into Superion, LLC (the "Merger"), and the separate corporate existence of Public Safety Corporation shall cease and Superion, LLC shall continue as the surviving entity (the "Surviving Entity") under the name "Superion, LLC". The effect of the Merger shall be as provided in the applicable provisions of the Florida Business Corporation Act and the Delaware Limited Liability Company Act. Without limiting the generality of the foregoing, and subject thereto, at the effective time of the Merger, all the property, rights, privileges, powers and franchises of Public Safety Corporation shall vest in the Surviving Entity, and all debts, liabilities and duties of Public Safety Corporation shall become the debts, liabilities and duties of the Surviving Entity.

*(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:

All 19,989,255 shares of common stock of Public Safety Corporation issued and outstanding and held by Superion, LLC immediately prior to the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled without consideration.

One hundred percent (100%) of the membership interest of Superion, LLC outstanding immediately prior to the merger shall, by virtue of the merger and without any action on the part of the holder thereof, remain outstanding and shall not be affected by the merger.

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*(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:

Not applicable.

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*(Attach additional sheet if necessary)*

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

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*(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:

Simon Angove, Manager, 1000 Business Center Drive, Lake Mary, FL 32746

Todd Dooley, Manager, 1000 Business Center Drive, Lake Mary, FL 32746

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*(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:

Not applicable.

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*