

PO10000090918

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

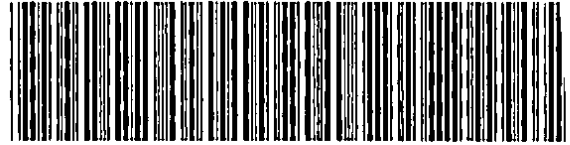
(Business Entity Name)

(Document Number)

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FILED  
2013 MAR 5 - 1 PM 12:07  
SILVER SPRING, MD

*Albritton*

MAR 05 2013  
ALBRITTON

# Norton Hammersley

Norton, Hammersley, Lopez & Skokos, P.A.

1819 Main Street  
Sarasota  
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John M. Compton

Also licensed in Alabama

Christopher J. Fowler

Also licensed in Nevada

Alexandra S. Glauser

Philip N. Hammersley

Certified Circuit  
Court Mediator

Erik M. Hanson

Michael P. Infanti

E. John Lopez

Of Counsel

Board-Certified Wills,  
Trusts & Estates

J. Derrick Maginness

Sam D. Norton

Board-Certified  
Real Estate

Peter Z. Skokos

February 19, 2019

Amendment Section  
Divisions of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Merger of Bayrock Oklahoma City Exchange, LLC  
into Bayrock Resources, Inc.

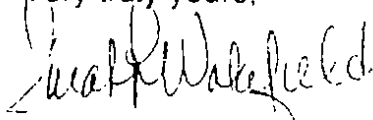
Dear sir or madam:

**Enclosed** are the Plan of Merger and the Articles of Merger for the above referenced merger. Also **enclosed** is our firm's check in the amount of \$60. for the filing fee of such merger.

Also **enclosed** are the Certificates of Good Standing for both above referenced entities.

Once processed, please forward the respective letter to the undersigned at the address above. We have included a return Fed Ex overnight delivery envelope for your convenience in returning the letter to us. If you have any questions or changes, please contact me.

Very truly yours,



Sarah R. Wakefield,  
Legal Assistant to John M. Compton  
Email: [swakefield@nhlslaw.com](mailto:swakefield@nhlslaw.com)

**Enclosures**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 25, 2019

SARAH WAKEFIELD  
NORTON HAMMERSLEY  
1819 MAIN STREET - STE. 610  
SARASOTA, FL 34236

SUBJECT: BAYROCK RESOURCES, INC.  
Ref. Number: P01000090918

We have received your document for BAYROCK RESOURCES, INC. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 019A00003920

RECEIVED

2019 MAR -1 PM 1:08

SECRETARY OF STATE  
TALLAHASSEE, FL

ARTICLES OF MERGER  
OF BAYROCK OKLAHOMA CITY EXCHANGE, LLC  
INTO  
BAYROCK RESOURCES, INC.

FILED  
2019 MAR -1 PM 12:00  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
IN FLORIDA

The following Articles of Merger are submitted to merge the following Florida limited liability company into the Florida corporation in accordance with Section 605.1025, Florida Statutes.

1) 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>
BAYROCK OKLAHOMA CITY EXCHANGE, LLC	FLORIDA	LIMITED LIABILITY COMPANY

2) 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>
BAYROCK RESOURCES, INC.	FLORIDA	CORPORATION

3) The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1023-605.1026; 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).

4) This entity exists before the merger and is a domestic filing entity, the amendments, if any, to its public organic record are attached.

5) 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.

6) The effective date of this merger will commence on the date these Articles of Merger are filed with the Florida Department of State.

7) On the effective date of the merger, the separate existence of the merging party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed of the

merging party, without the necessity for any separate transfer including, without limitation, the following real property:

"Lot 1, ABIGAIL'S ISLAND, according to the plat thereof as recorded in Plat Book 77, Page 35 & 36, Public Records of Seminole County, Florida. Together with a non-exclusive easement over the South 25 feet of the property between the above described property and Boston Avenue for utilities and ingress and egress."

Dated: 2-12, 2019

WITNESSES:

Rebecca L. Fleener  
for

BAYROCK OKLAHOMA CITY  
EXCHANGE, LLC, a Florida  
limited liability company

By: Matthew Bogdanov  
Print Name: MATTHEW BOGDANOV  
As its: V.P.

STATE OF FLORIDA North Carolina  
COUNTY OF SARASOTA: Mecklenburg

SUBSCRIBED AND SWORN TO BEFORE ME by Matthew Bogdanov as  
its V.P., who is (Notary choose one) ☒ personally known to me or  
☐ who has produced \_\_\_\_\_ as identification on  
February 12, 2019.

Rebecca L. Fleener  
Notary Public  
Commission Expiration Date: 8/21/21

REBECCA L FLEENER  
NOTARY PUBLIC  
MECKLENBURG COUNTY  
STATE OF NORTH CAROLINA

WITNESSES:

Rebecca L. Fleenor

John M. R.

BAYROCK RESOURCES, INC.,  
a Florida corporation

By: Matthew Bogdovitz  
Print Name: MATTHEW BOGDOVITZ  
As its: J.P.

STATE OF FLORIDA North Carolina  
COUNTY OF SARASOTA Mecklenburg

SUBSCRIBED AND SWORN TO BEFORE ME by Matthew Bogdovitz, as  
its J.P., who is (Notary choose one) ☒ personally known to me or  
☐ who has produced \_\_\_\_\_ as identification on  
February 12, 2019.

Rebecca L. Fleenor

Notary Public

Commission Expiration Date: 8/21/21

**REBECCA L FLEENOR**  
NOTARY PUBLIC  
MECKLENBURG COUNTY  
STATE OF NORTH CAROLINA

## PLAN OF MERGER

THIS PLAN OF MERGER, dated February 12, 2019, by and between BAYROCK RESOURCES, INC., a Florida corporation (hereinafter referred to as the "Surviving Corporation"), and BAYROCK OKLAHOMA CITY EXCHANGE, LLC, a Florida limited liability company (hereinafter referred to as the "Absorbed Company").

### WITNESSETH:

WHEREAS, the Surviving Corporation is a corporation, organized and existing under the laws of the State of Florida, with its principal office at 1307 W. Morehead St., Suite 208, Charlotte, NC 28208;

WHEREAS, the Surviving Corporation has a capitalization of Seven Thousand Five Hundred (7,500) authorized shares of \$1.00 Par Value Common Stock, of which one thousand (1,000) shares are issued and outstanding;

WHEREAS, the Absorbed Company is a limited liability company, organized and existing under the laws of the State of Florida, with its principal office at 1307 W. Morehead St., Suite 208, Charlotte, NC 28208;

WHEREAS, the Absorbed Company has a capitalization of One Hundred (100) authorized membership interests, of which One Hundred (100) membership interests are issued and outstanding; and

WHEREAS, the Board of Directors of the Surviving Corporation and the manager of the Absorbed Company deem it desirable and in the best interests of the companies and their owners that the Absorbed Company be merged into the Surviving Corporation, pursuant to the provisions of Sections 605.1021 *et seq.* and 607.1101 *et seq.* of the Florida

Statutes, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent companies agree as follows:

### **SECTION ONE - MERGER**

Effective on the date of the filing of the Articles of Merger, the Absorbed Company shall merge with and into the Surviving Corporation.

### **SECTION TWO - TERMS AND CONDITIONS**

On the effective date of the merger, the separate existence of the Absorbed Company shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed of the Absorbed Company, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Company, and neither the rights of creditors, nor any liens on the property of the Absorbed Company, shall be impaired by the merger.

### **SECTION THREE - CONVERSION OF MEMBERSHIP INTERESTS**

The manner and basis of converting the membership interests of the Absorbed Company into shares of the Surviving Corporation is as follows:

(a) Each membership interest of the Absorbed Company issued and outstanding on the effective date of the merger shall be converted into one (1) share of the \$1.00 Par Value Common Stock of the Surviving Corporation, which shares of Common Stock of the Surviving Corporation shall thereupon be issued and outstanding.



(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of membership interests in the Absorbed Company shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. One (1) additional share of the Surviving Corporation shall be issued for each membership interest of the Absorbed Company surrendered in exchange therefor.

#### **SECTION FOUR - STATUS UNDER THE INTERNAL REVENUE CODE**

The tax treatment of the Surviving Corporation shall remain unchanged following the merger. When the Absorbed Company, a limited liability company, shall cease on the effective date of the merger, the taxable year of the Absorbed Company will end. The Surviving Corporation shall succeed to all tax liabilities of the Absorbed Company.

#### **SECTION FIVE - CHANGES IN ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation, following the effective date of the merger.

#### **SECTION SIX - CHANGES IN BYLAWS**

The Bylaws of the Surviving Corporation shall continue to be its Bylaws, following the effective date of the merger.

#### **SECTION SEVEN - DIRECTORS AND OFFICERS**

The Board of Directors of the Surviving Corporation shall consist of a minimum of two (2) members. The Directors of the Surviving Corporation, on the effective date of the merger, shall be the following persons, who shall serve until the next annual meeting of the

Surviving Corporation or until his/her successor has been duly elected or appointed and qualified:

THOMAS L. HAMMONS  
NICOLE HAMMONS DOVGOPOLYI

The officers of the Surviving Corporation on the effective date of the merger shall be the following persons, who shall serve until the next annual meeting of the Board of Directors or until his successors have been duly elected or appointed and qualified:

President:	THOMAS L. HAMMONS
Vice President:	NICOLE HAMMONS DOVGOPOLYI
Vice President:	MATTHEW J. BOGDOVITZ
Secretary:	MATTHEW J. BOGDOVITZ
Treasurer:	MATTHEW J. BOGDOVITZ

#### **SECTION EIGHT - PROHIBITED TRANSACTIONS**

Neither of the constituent companies shall, prior to the effective date of the merger, engage in any activity or transaction, other than in the ordinary course of business, except that the Surviving Corporation may pay regular quarterly dividends on its outstanding Common Shares, and the Absorbed Company and Surviving Corporation may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

#### **SECTION NINE - APPROVAL BY SHAREHOLDERS/MEMBERS**

This Plan of Merger has been approved by the shareholders of the Surviving Corporation and the sole member of the Absorbed Company in the manner required by the applicable laws of the State of Florida.

#### **SECTION TEN - EFFECTIVE DATE OF MERGER**

The effective date of this merger shall be the date of the filing of the Articles of Merger.

#### **SECTION ELEVEN - ABANDONMENT OF MERGER**

This Plan of Merger may be abandoned by actions of the Board of Directors of the Surviving Corporation or the manager of the Absorbed Company at any time prior to the effective date.

#### **SECTION TWELVE - EXECUTION OF AGREEMENT**

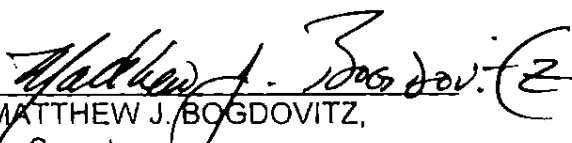
This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers, sealed with their corporate seals (if applicable), and attested by their respective secretaries, pursuant to the authorization of the Board of Directors of the Surviving Corporation and the sole member of the Absorbed Company on the date first above written.

BAYROCK OKLAHOMA CITY EXCHANGE, LLC,  
a Florida limited liability company

By:   
MATTHEW J. BOGDOVITZ  
As its: Vice President

Attest:

By:   
MATTHEW J. BOGDOVITZ,  
As its: Secretary

"Absorbed Company"

BAYROCK RESOURCES, INC.,  
a Florida corporation

(Corporate Seal)

By: Matthew J. Bogdovitz  
MATTHEW J. BOGDOVITZ  
As Its: Vice President

Attest:

By: Matthew J. Bogdovitz  
MATTHEW J. BOGDOVITZ  
As Its: Secretary

"Surviving Corporation"