

P03000077642

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400441411214

FILED
2024 DEC 26 AM 10:09
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 858337 8367873

AUTHORIZATION :

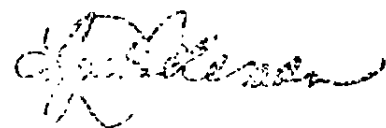
COST LIMIT : \$ 70.0

ORDER DATE : December 23, 2024

ORDER TIME : 1:56 PM

ORDER NO. : 858337-015

CUSTOMER NO: 8367873



ARTICLES OF MERGER

SDS INTERMEDIATE, INC.

INTO

SENTRY DATA SYSTEMS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX ____ PLAIN STAMPED COPY

CONTACT PERSON: Shauna Godbolt

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SENTRY DATA SYSTEMS, INC.

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Ernest Poole

Contact Person

Sentry Data Systems, Inc.

Firm/Company

600 West Hillsboro Blvd, Suite 500

Address

Deerfield Beach, FL 33441

City/State and Zip Code

epoole@sentryds.com

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

For further information concerning this matter, please call:

Eric C. Carter

Name of Contact Person

At (800) 411-4566

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving entity:

Name	Jurisdiction	Entity Type	Document Number (If known/ applicable)
SENTRY DATA SYSTEMS, INC.	FL	Corporation	P03000077642

SECOND: The name and jurisdiction of each merging eligible entity:

Name	Jurisdiction	Entity Type	Document Number (If known/ applicable)
SDS INTERMEDIATE, INC.	DE	Corporation	

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FILED
2024 DEC 26 AM 10:09
TALLAHASSEE, FLORIDA

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

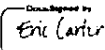
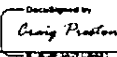
- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: 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:

December 17, 2024

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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Sentry Data Systems, Inc.		Eric C. Carter
SDS Intermediate, Inc.		Craig Preston

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

FILED
2024 DEC 26 AM 10:09
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER
OF
SDS INTERMEDIATE, INC.
(a Delaware corporation)
WITH AND INTO
SENTRY DATA SYSTEMS, INC.
(a Florida corporation)**

AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan"), dated as of the 17th day of December, 2024, pursuant to Section 607.1104 of the Business Corporation Act of the State of Florida, between SDS INTERMEDIATE, INC. a Delaware corporation, with and into SENTRY DATA SYSTEMS, INC., a Florida corporation.

WHEREAS, SDS INTERMEDIATE, INC. is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware;

WHEREAS, SENTRY DATA SYSTEMS, INC. is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the Board of Directors and shareholders of each of the constituent corporations deems it advisable that SDS INTERMEDIATE, INC. be merged into SENTRY DATA SYSTEMS, INC. on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and Florida which permit such merger;

NOW THEREFORE, the corporations, parties to this Agreement and Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. SENTRY DATA SYSTEMS, INC. hereby merges into itself SDS INTERMEDIATE, INC. and said SDS INTERMEDIATE, INC. shall be hereby merged into SENTRY DATA SYSTEMS, INC., which shall be the surviving corporation.
2. The Certificate of Incorporation of SENTRY DATA SYSTEMS, INC. as in effect on the date of the merger provided for in this Agreement and Plan, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.
3. The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:
 - 3.1. Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement and Plan, shall remain issued and outstanding.
 - 3.2. Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be canceled and retired without any payment therefor.
 - 3.3. After the effective date of this merger, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation. After the effective date of this Agreement and Plan, each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares of merged corporation cancelled.

4. The terms and conditions of the merger are as follows:
- 4.1. The by-laws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.
- 4.2. The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- 4.3. This merger shall become effective upon filing with the Secretary of State of Florida. However, for all accounting purposes the effective date of the merger shall be as of the close of business on December 17, 2024.
- 4.4. Upon 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 corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporations as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation 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 corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.
5. The persons executing this Agreement and Plan below, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by a duly authorized officer of each party hereto as the respective act, deed and agreement of each of said corporations.

SIGNED ON BEHALF OF SDS INTERMEDIATE, INC.		SIGNED ON BEHALF OF SENTRY DATA SYSTEMS, INC.	
SIGNATURE	<i>Craig Preston</i>	SIGNATURE	<i>Eric Carter</i>
PRINT NAME	Craig Preston	PRINT NAME	Eric Carter
TITLE	Treasurer	TITLE	Secretary
DATE	12/21/2024 8:29 AM PST	DATE	12/20/2024 12:14 PM PST

SIGNED ON BEHALF OF CRANEWARE HOLDINGS US, INC. AS THE SOLE RESULTING SHAREHOLDER OF SENTRY DATA SYSTEMS, INC.	
SIGNATURE	<i>Eric Carter</i>
PRINT NAME	Eric Carter
TITLE	Authorized Officer
DATE	12/20/2024 12:14 PM PST

FILED
2024 DEC 26 AM 10:09
TALLAHASSEE, FLORIDA