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Florida Department of  
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MERGER OR SHARE EXCHANGE

Dackor, Inc.

Certificate of Status	0
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70.00

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2019 APR 26 AM 8:34  
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TALLAHASSEE, FLORIDA

From:

04/26/2019 10:18

#151 P.002/005

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**ARTICLES OF MERGER OF  
LILA HIMMEL, LLC  
WITH AND INTO  
DACKOR, INC.**

The following Articles of Merger are being submitted in accordance with Section(s) 607.1109, 617.0302, 605.1025, and/or 620.203, Florida Statutes:

**FIRST:** The exact name, jurisdiction, and form/entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
1. Lila Himmel, LLC	Florida	limited liability company
	Document Number:	L16000090467

**SECOND:** The exact name, jurisdiction, and form/entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dackor, Inc.	Florida	profit corporation
	Document Number:	P03000121277

**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 connection with Chapter(s) 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** 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 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: \_\_\_\_\_

From:

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**SIXTH:** The surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205, and/or 605.1006, Florida Statutes.

**SEVENTH:** If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity's principal office address in its home state, country or jurisdiction is as follows: N/A.

**EIGHTH:** If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligations or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**NINTH:** 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: N/A.



**TENTH:** Signature for each party.

Name of Entity

Signatures

Typed or Printed Name and  
Title of Individual

Lila Himmel, LLC

Mark Viers  
President

Dackor, Inc.

Mark Viers  
President

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PLAN OF MERGER**FIRST:** The exact name, jurisdiction and form/entity type of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
1. Lila Himmel, LLC	Florida	limited liability company
	Document Number: L16000090467	

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dackor, Inc.	Florida	profit corporation
	Document Number: P03000121277	

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

The merging parties shall be merged with and into the surviving party, and the separate existence of each merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "**DACKOR, INC.**" after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise, of each merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Articles of Incorporation and the Bylaws of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and the Bylaws of the surviving party until duly amended in accordance with law, and no change to such Articles of Incorporation or Bylaws shall be affected by the merger hereunder. The person(s) who is/are the manager(s), director(s) and officer(s) of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the manager(s), director(s) and officer(s) of the surviving party without change, subject to the provisions of the Articles of Incorporation and Bylaws of the surviving party and the laws of the State of Florida.

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**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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the members of each merging party or the shareholders of the surviving party, all of the issued and outstanding certificates representing shares or units of interest in each merging party shall be cancelled. The issued and outstanding certificates representing interest in the surviving party shall not be affected by the merger under this Plan of Merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-individual, Florida Document/Registration Number</u>
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Not Applicable

**SIXTH:** If a limited liability company is the surviving entity, the name(s) and address(es) of each person authorized to manage and control the Company are as follows:

<u>Name and Address</u>	<u>Title</u>
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Not Applicable

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows:

Not Applicable

**EIGHTH:** Other provisions, if any, relating to the merger:

None.

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