

PD3000155401

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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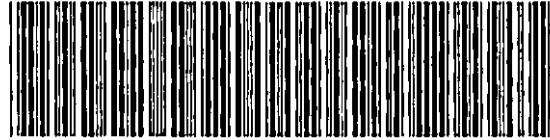
(Business Entity Name)

(Document Number)

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01/16/18--01020--029 **78.75

Merger

R. WHITE

JAN 17 2018

18 JAN 16 PM 3:05
JAN 16 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LAN SERV, INC
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

JOSEPH BRITTON LANIER

Contact Person

LAN SERV INC

Firm/Company

5850 ORANGE DRIVE; BLDG A

Address

DAVIE, FL 33314

City/State and Zip Code

BRITT.LANIER@TWO MEN.COM

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

For further information concerning this matter, please call:

BRITT LANIER

Name of Contact Person

At (954) 616-6683

Area Code & Daytime Telephone Number

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

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

ARTICLES OF MERGER
(Profit Corporations)

18 JAN 16 PM 3:05

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 corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
LAN SERV INC	FLORIDA	P03000155401

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
305 LANSERV INC	FLORIDA	P14000025863

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on JANUARY 11, 2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on JANUARY 11, 2018.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

[illegible]

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

name	Jurisdiction
<u>LAN SERV INC</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation:

name	Jurisdiction
<u>305 LANSERV INC</u>	<u>FLORIDA</u>

Third: The terms and conditions of the merger are as follows:

1. The following PLAN OF MERGER, by and among LAN SERV INC; a Florida Corporation and qualified subsidiary of WATCHTOWER HOLDINGS INC, and 305 LANSERV INC; a Florida Corporation and qualified subsidiary of WATCHTOWER HOLDING INC was adopted and approved by each party to the merger in accordance with the applicable provisions of Chapters 605 and 607, Florida Statutes.
2. Articles of merger shall be filed with the Secretary of State of the State of Florida, upon approval of this Plan of Merger by all the Members of the surviving entity and Members or shareholders of the merging entities.
3. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the Effective Date)
4. The separate existence and organization of 305 LANSERV INC shall cease upon the Effective Date, and thereafter LAN SERV INC shall continue as the surviving party and shall be governed by the laws of the State of Florida.
5. The existence of LAN SERV INC with all its purposes, powers, and objects shall continue unaffected and unimpaired by the Merger. LAN SERV INC, as the surviving corporation shall succeed to all the rights, privileges, immunities, franchises, property, debts, liabilities, and obligations, of a public as well as a private nature of 305 LANSERV INC.
6. The Articles of Organization of the surviving entity shall continue to be its Articles of Organization following the Effective Date.
7. The Operating Agreement (as amended and/or amended and restated) of the surviving entity shall continue to be its Operating Agreement following the Effective Date.
8. The Parent Corporation of the Surviving entity on the Effective Date shall continue as the Parent Corporation following the Effective Date. Qualified Subchapter S Subsidiary status will be maintained.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, to cash or other property are as follows:


Upon the Effective Date, the membership interests of the surviving entity and the membership interests or stock of the merging entities shall be cancelled; and new units or interests of LAN SERV INC shall be issued to the Members or Shareholders (Owners) based upon the relative value of the interests that each Owner held in the merging entities immediately prior to the Effective Date.

Surviving Corporation

Merging Corporation

LAN SERV INC

305 LANSERV INC


By: 

Joseph B Lanier/President


By: 

Joseph B Lanier/President

SHAREHOLDERS:

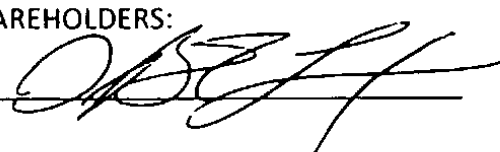
By: 

Joseph B Lanier

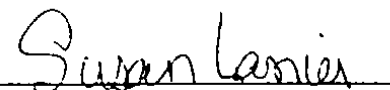
By: 

Susan Lanier

SHAREHOLDERS:

By: 

Joseph B Lanier

By: 

Susan Lanier