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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : ALVAREZ SAMBOL WINTHROP & MADSON, P.A.
Account Number : I20030000104
Phone : (407) 210-2796
Fax Number : (407) 210-2795

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: Ryanne.Chiles@visionconstruction.com

MERGER OR SHARE EXCHANGE

TRUE LINE CONTRACTING & REMODELING SERVICES, INC

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$60.00

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FLORIDA
TALLAHASSEE
DIVISION OF CORPORATIONS
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STATE
TALLAHASSEE
FLORIDA

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Corporate Filing Menu

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: True Line Contracting & Remodeling Services, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Rayanne Charles

Contact Person

True Line Contracting & Remodeling Services, Inc.

Firm/Company

7411 International Drive

Address

Orlando, Florida 32819

City, State and Zip Code

Rayanne.Charles@visionconstruction.biz

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

For further information concerning this matter, please call:

Rayanne Charles

Name of Contact Person

at (321) 234-2917

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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

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2014 AUG 19 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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>
True Line Contracting & Remodeling Services, Inc.	Florida	Corporation
Vision Hospitality Construction, LLC	Florida	LLC

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>
True Line Contracting & Remodeling Services, Inc.	Florida	Corporation

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 no more than 90 days after the date this document is filed by the Florida Department of State: n/a

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:

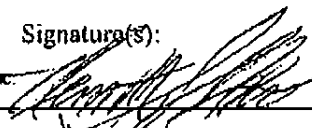
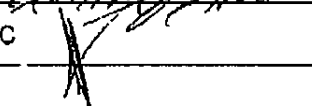
n/a

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:
True Line Contracting & Remodeling Services, Inc.		Kenneth G. Smith
Vision Hospitality Construction, LLC		Nikesh Patel

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>
True Line Contracting & Remodeling Services, Inc.	Florida	Corporation
Vision Hospitality Construction, LLC	Florida	LLC

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>
True Line Contracting & Remodeling Services, Inc.	Florida	Corporation

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

See attached.

(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:

See attached.

(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:

See attached.

(Attach additional sheet if necessary)

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

n/a

(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:

n/a

(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:

n/a

(Attach additional sheet if necessary)

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

n/a

(Attach additional sheet if necessary)

ATTACHMENT TO PLAN OF MERGER

for

Vision Hospitality Construction, LLC, a Florida limited liability company ("Vision") and

True Line Contracting & Remodeling Services, Inc., a Florida corporation ("True Line")

THIRD:

- a. Upon the effective date of the merger, title to all property or any interest therein owned by Vision is vested in the surviving entity without reversion or impairment.
- b. Upon the effective date of the merger and thereafter, the surviving entity shall be responsible and liable for all the liabilities and obligations of Vision.
- c. Neither the rights of creditors nor any liens upon the property of Vision or True Line shall be impaired by the merger.
- d. Article II of the Articles of Incorporation for True Line (filed January 13, 2004) is hereby amended as follows: the company's principal place of business and mailing address shall be 7411 International Drive, Orlando, Florida 32819.
- e. The former holders of shares in True Line and ownership interest in Vision shall be entitled to the rights set forth in § 607.11101, Fla. Stat.
- f. Negative Covenants. Between the date of this Plan of Merger and the date on which the merger becomes effective, neither Vision nor True Line may, except in the ordinary course of business and for adequate value:
 - i. Dispose of any of its assets;
 - ii. Issue stock options or bonuses;
 - iii. Enter into any contract or agreement obligating it for a period in excess of thirty (30) days; or
 - iv. Make any distributions to its owners.
- g. Further Assignments or Assurances. If at any time between the date of this Plan of Merger and the date on which the merger becomes effective True Line requests any further assignments or assurances concerning Vision's property rights or property ownership interests, Vision shall execute and deliver all necessary and proper deeds, assignments, confirmations and assurances.
- h. Management of Surviving Entity. Upon the effective date of the merger, the Officer of the surviving entity shall be Marco Genio as President.

FOURTH:

A.

Fifty-one percent (51%) of the ownership interest in the surviving entity shall be held by the pre-merger ownership of True Line.

The remaining forty-nine percent (49%) of the ownership interest in the surviving entity shall derive from certain ownership of Vision. More specifically, ninety percent (90%) of the ownership interest in Vision shall be converted into forty-nine percent (49%) of the ownership interest in the surviving entity.

B.

Upon the effective date of the merger, any and all preexisting rights to acquire an ownership interest in Vision or True Line shall cease to be effective and any and all rights to acquire an ownership interest in the surviving entity shall be determined by a majority-in-interest vote of the shareholders of the surviving entity.