P04000037626

Division of Corporations Page 1 of 1

Florida Department of State
Division of Corporations
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To:
     Division of Corporations
     Fax Number       : (850)205-0380

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     Account Number   : FCA000000023
     Phone            : (850)222-1092
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Motive Eyewear, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	~~$96.25~~

$105.00

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07 SEP 17 AM 9:43
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Electronic Filing Menu Corporate Filing Menu Help

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Motive Eyewear, Inc.
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Salle Anne Henry
(Contact Person)

Locke, Liddell & Sapp PLLC
(Firm/Company)

2200 Ross Avenue, Suite 2200
(Address)

Dallas, Texas 75201
(City, State and Zip Code)

For further information concerning this matter, please call:

Salle Anne Henry at (214) 740-8150
(Name of Contact Person) (Area Code and Daytime Telephone Number)

[x] Certified copy (optional) $30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Merger
For
Florida Limited Liability Company

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

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

Name	Jurisdiction	Form/Entity Type	
Motive Transition, LLC	Florida	Limited Liability Company	L07-91971
Motive Eyewear, Inc.	Florida	Corporation	P04-37626

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

Name	Jurisdiction	Form/Entity Type
Motive Eyewear, Inc.	Florida	Corporation

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DIVISION OF CORPORATIONS
07 SEP 17 AM 9:43

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, 608, 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 nor more than 90 days after the date this document is filed by the Florida Department of State:

____

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:

Not applicable

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Not applicable

Mailing address: ______________________________

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Motive Transition, LLC		C. Duke Landorf, Authorized Representative of the Sole Member
Motive Eyewear, Inc.		C. Duke Landorf Vice President

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:	For each Limited Liability Company:	$25.00
	For each Corporation:	$35.00
	For each Limited Partnership:	$52.50
	For each General Partnership:	$25.00
	For each Other Business Entity:	$25.00

Certified Copy (optional): $30.00

PLAN OF MERGER

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

Name	Jurisdiction	Form/Entity Type
Motive Eyewear, Inc.	Florida	Limited Liability Company
Motive Transition, LLC	Florida	Corporation

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

Name	Jurisdiction	Form/Entity Type
Motive Eyewear, Inc.	Florida	Corporation

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

100% of the membership interests in Motive Transition, LLC will be converted into 100% of the issued and outstanding stock of Motive Eyewear, Inc. to be held by the sole member of of Motive Transition, LLC, StyleMark, Inc. Upon effectiveness of the merger, Motive Eyewear, Inc. shall assume by operation of law, and have full responsibility for, all debts and obligations of Motive Transition, LLC at the time of the merger.

(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:

100% of the membership interests in Motive Transition, LLC will be converted into 100% of th eissued and outstanding stock of Motive Eyewear, Inc. to be held by the sole member of Motive Transition, LLC, StyleMark, Inc.

(Attach additional sheet if necessary)

B. The manner and basis of converting <u>rights to acquire</u> the interests, shares, obligations or other securities of each merged party into <u>rights to acquire</u> the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Not applicable

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Florida law applies.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)