

P05000023497

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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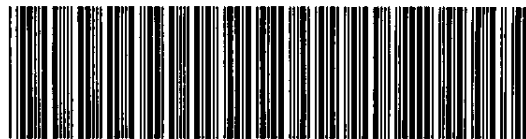
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-1-2014

C. Lewis  
1-7-14

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Agnet Media, 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:

Jennifer M. Taylor  
Contact Person

Taylor Law Firm P.A.  
Firm/Company

420 S. Lawrence Blvd.  
Address

Keystone Heights, FL 32656  
City, State and Zip Code

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

For further information concerning this matter, please call:

Jennifer M. Taylor at ( 352 ) 473-8088  
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER  
FOR THE MERGER**

of

**AGNET WEST MEDIA, LLC,  
a Florida limited liability company,  
(Document Number: L12000077833)**

into

**AGNET MEDIA, INC.,  
a Florida profit corporation  
(the Surviving Corporation)  
(Document Number: P05000023497)**

EFFECTIVE DATE  
1-1-2014

The following certificate of merger is submitted in accordance with the Florida Limited Liability Company Act, pursuant to section 608.4382, F.S.

1. The name of the surviving corporation is Agnet Media, Inc., a Florida corporation.
2. The name of the merging entity is Agnet West Media, LLC, a Florida limited liability company.
3. Attached hereto is a copy of the Agreement and Plan of Merger.
4. The merger shall become effective at 12:01 a.m. January 1, 2014.
5. The Agreement and Plan of Merger was approved by the Board of Directors of Agnet Media, Inc., by unanimous written consent as of December 17, 2013, and adopted by the shareholders of Agnet Media, Inc., by unanimous vote on December 17, 2013.
6. The Agreement and Plan of Merger was approved and adopted by all the officers, managers and members of Agnet West Media, LLC, by unanimous vote as of December 17, 2013.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dated: December 17, 2013

**AGNET MEDIA, INC.,**  
a Florida profit corporation

By: 

Name: William G. Cooper

Title: President and Chief Executive Officer

By: 

Name: Robin E. Loftin

Title: Vice President

Dated: December 17, 2013

**AGNET WEST MEDIA, LLC,**  
a Florida limited liability company

By: 

Name: William G. Cooper

Title: Managing Member

By: 

Name: Robin E. Loftin

Title: Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER OF AGNET WEST MEDIA, LLC  
WITH AND INTO  
AGNET MEDIA, INC.**

Pursuant to this Agreement and Plan of Merger (the "Plan of Merger"), Agnet West Media, LLC ("Aagnet West"), a limited liability company existing under the laws of Florida, shall be merged with and into Agnet Media, Inc. ("Aagnet Media"), a corporation existing under the laws of Florida.

**ARTICLE I**  
**Definitions**

The capitalized terms set forth below shall have the following meanings.

"Certificate of Merger" shall mean the Certificate of Merger to be executed by Agnet West and Agnet Media in a form appropriate for filing with the Secretary of State of Florida, relating to the effective consummation of the Merger as contemplated by the Plan of Merger.

"Effective Time" shall mean the effective date set forth in paragraph 3.2 below.

"Aagnet West Membership Interest" shall mean all of the membership interest, including voting and non-voting interest and/or units, of Agnet West.

"Merger" shall mean the merger of Agnet West with and into Agnet Media.

"Aagnet Media Common Stock" shall mean the common stock of Agnet Media.

"Surviving Corporation" shall mean Agnet Media after consummation of the Merger.

**ARTICLE II**  
**Issued and Outstanding Membership Interest and Shares**

2.1 Aagnet West Membership Interest. The Agnet West Membership Interest, which represents all of the issued and outstanding membership interest in Agnet West, is owned 50% by William G. Cooper and 50% by Robin E. Loftin. There are no outstanding rights to acquire additional membership interest or other interests, securities or obligations in or of Agnet West. Agnet West and Agnet Media stipulate and agree that the current value of the Agnet West Membership Interest is \$ 50,000.00.

2.2 Aagnet Media Common Stock. The Agnet Media Common Stock, which represents all of the issued and outstanding shares of stock in Agnet Media, is owned 50% by William G. Cooper and 50% by Robin E. Loftin. There are no outstanding rights to acquire additional membership interest or other interests, securities or obligations in or of Agnet West.

### **ARTICLE III**

#### **The Merger**

3.1 **Merger.** At the Effective Time, subject to the terms and conditions of this Plan of Merger, Agnet West shall merge with and into Agnet Media, the separate existence of Agnet West shall cease, and Agnet Media (the "Surviving Corporation") shall survive and the name of the Surviving Corporation shall remain Agnet Media, Inc., as of the Effective Time. By reason of the Merger and without any action on the part of the holders thereof, the Agnet West Membership Interest as issued and outstanding immediately prior to the Effective Time, shall be canceled. Each of the shares of Agnet Media Common Stock outstanding immediately prior to the Effective Time shall continue to be issued and outstanding, and shall not be converted, exchanged or altered in any manner as a result of the Merger.

3.2 **Effective Time.** The Merger shall become effective on the date and at the time specified in the Certificate of Merger, and in the form to be filed with the Secretary of State of the State of Florida.

3.3 **Capitalization.** The number of authorized shares of capital stock of the Surviving Corporation shall be the same as immediately prior to the Merger.

3.4 **Articles of Incorporation.** The articles of incorporation of Agnet Media, as in effect at the Effective Time, shall be and remain the articles of incorporation of the Surviving Corporation.

3.5 **Bylaws.** The Bylaws of Agnet Media, as in effect at the Effective Time, shall continue in full force and effect as the bylaws of the Surviving Corporation until otherwise amended as provided by law or by such bylaws.

3.6 **Properties and Liabilities of Agnet West and Agnet Media; Management.** At the Effective Time, the separate existence and corporate organization of Agnet West shall cease, and Agnet Media shall thereupon and thereafter, to the extent consistent with applicable law and with its articles of incorporation and the changes, if any, provided by the Merger, possess all the rights, privileges, immunities, liabilities and franchises, of a public as well as a private nature, of Agnet West without further act or deed. The directors and officers of Agnet Media in office immediately prior to the Merger becoming effective shall be the directors and officers of the Surviving Corporation, together with such additional directors and officers as may thereafter be elected, who shall hold office until such time as their successors are elected and qualified.

### **ARTICLE IV**

#### **Merger Consideration**

4.1 **Merger Consideration.** In connection with the Merger, all of the Agnet West Membership Interest issued and outstanding immediately prior to the Effective Time shall, by reason of the Merger and without any action on the part of the holders thereof, be canceled, and shall merge into the Agnet Media Common Stock, without issuance of any shares of stock in Agnet Media.

4.2 Agnel Media Common Stock. None of the shares of Agnet Media shall be converted in the Merger and the capitalization of Agnet Media after the Merger shall remain unchanged.

4.3 Transfers. At the Effective Time, the membership transfer books of Agnet West shall be closed and no transfer or assignment of Agnet West Membership Interest shall thereafter be made or recognized.

4.4 No Other Consideration. Other than as stated herein, there is no other cash or other property or other consideration given or exchanged in connection with the Merger.


#### ARTICLE V Miscellaneous

5.1 Counterparts; Entire Agreement; Severability. This Agreement may be executed in two or more counterparts which shall be deemed to constitute a single Agreement. This Agreement (together with all exhibits and documents incorporated by reference) constitutes the entire agreement between the parties and supersedes all prior agreements and understandings (whether written or oral). Any term or provision of this Agreement which is held invalid or unenforceable by a court of competent jurisdiction shall be ineffective in that jurisdiction only to the extent of that invalidity and the remainder of the Agreement shall remain in full force.


5.2 Conditions to Merger. The Merger shall be consummated as soon as practicable after receipt of the approval of the members and managers of Agnet West and the directors and shareholders of Agnet Media.

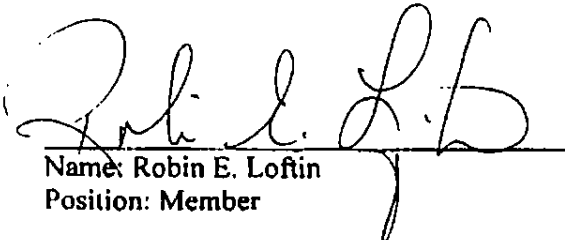
Agnet West and Agnet Media hereby execute this Agreement and Plan of Merger as of December 17, 2013.

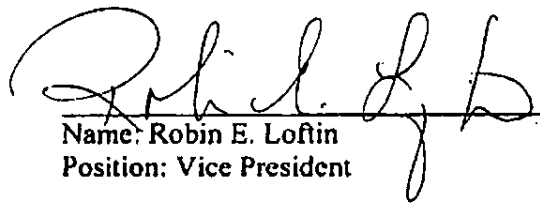
AGNET WEST MEDIA, LLC, a  
Florida limited liability company

  
Name: William G. Cooper  
Position: Managing Member

AGNET MEDIA, Inc., a  
Florida profit corporation

  
Name: William G. Cooper  
Position: President and Chief Executive  
Officer

  
Name: Robin E. Loftin  
Position: Member

  
Name: Robin E. Loftin  
Position: Vice President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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