

P060000138041

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Millennium Fire & Security, Inc.

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Help

May 21 2014 04:23pm

P002/007



May 21, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MILLENNIUM FIRE & SECURITY, INC.
4340 EDGEWATER DR
ORLANDO, FL 32804

SUBJECT: MILLENNIUM FIRE & SECURITY, INC.
REF: P06000138041

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please state in the articles or plan of merger that articles of amendment are attached. For Example "see attached Exhibit A-articles of amendment."

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H14000116838
Letter Number: 714A00011009

RECEIVED
14 MAY 21 PM 5:00
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

May 21 2014 04:24pm

P003/007

Fax Audit No. H14000116838 3

**ARTICLES OF MERGER
(Profit Corporation)**

The following Articles of Merger are submitted in accordance with the Florida Business Corporations Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation is **MILLENNIUM FIRE & SECURITY, INC.**, a Florida corporation, Document Number P06000138041.

Second: The name and jurisdiction of the merging corporation is **MILLENNIUM MONITORING, INC.**, a Florida corporation, Document Number P06000155142.

Third: The Agreement and 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.

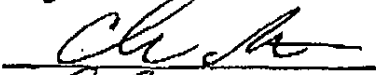
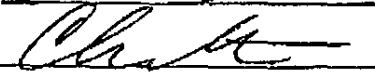
Fifth: Adoption of Merger by surviving corporation.

The Agreement and Plan of Merger was adopted by the shareholders of the surviving corporation on May 19, 2014.

Sixth: Adoption of Merger by merging corporation.

The Agreement and Plan of Merger was adopted by the shareholders of the merging corporation on May 19, 2014.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of Officer/Director	Name and Title of Signatory
Millennium Monitoring, Inc.		Christopher La Croix Martin
Millennium Fire & Security, Inc.		Christopher La Croix Martin

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AGREEMENT AND PLAN OF MERGER

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 is **MILLENNIUM FIRE & SECURITY, INC.**, a Florida corporation, Document Number P06000138041.

Second: The name and jurisdiction of the merging corporation is **MILLENNIUM MONITORING, INC.**, a Florida corporation, Document Number P06000155142.

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

The effective date of the merger is May 19, 2014, which is not prior to, nor more than 90 calendar days after the date the Articles of Merger are to be filed by the Florida Secretary of State.

The effective date, however, is subject to the merging party's integration of business operations under this Third Article of the Plan of Merger, which also will not be prior to, nor more than, 90 calendar days after the date the Articles of Merger filed by the Florida Secretary of State. If the surviving party has not received all governmental and private licenses, permits, and approvals necessary to operate the merging party's business in all respects as presently performed in all

The parties' economic intent is that the merging party's operations allowed under the prior paragraph are solely for the surviving party's benefit as of 12:00 a.m. EST on the date of the merger and that the transition period constitutes the surviving party's activities for all financial and tax reporting purposes such that taxing authorities, include the Internal Revenue Service, recognize the merger retroactively to the date of the merger for tax purposes, if necessary. To that end, the parties intend that the merging party will close its books as of 12:00 a.m. on the date of the merger to the extent permitted under the Internal Revenue Code of 1986, as amended, unless closing the books would prevent the parties' economic intent.

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, into cash or other property are as follows:

All issued and outstanding stock in the merging corporation will be converted for a 100% stock ownership in the surviving corporation on the effective date of the merger such that the sole shareholder of the merging corporation will become the sole shareholder of the surviving corporation and the conversion will represent all equity, value and voting rights in the merging corporation for all equity, value and voting rights in the merging corporation. All obligations of the merging corporation shall become the surviving corporation's obligations.

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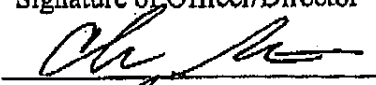
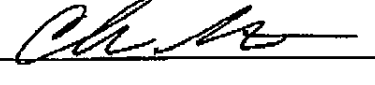
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Fifth: This Agreement and Plan of Merger embodies the entire agreement between the parties hereto and there are no other agreements, representations or warranties between the parties other than those set forth herein.

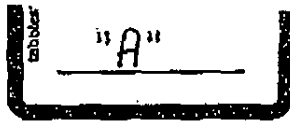
Sixth: All notices shall be sent to the appropriate party at 4340 Edgewater Dr.,
Orlando, FL 32804

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of Officer/Director	Name and Title of Signatory
Millennium Monitoring, Inc.	<u></u>	Christopher La Croix Martin
Millennium Fire & Security, Inc.	<u></u>	Christopher La Croix Martin

See attached Exhibit A - Articles of Amendment.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
TO
MILLENNIUM FIRE & SECURITY, INC.
P06000138041**

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

FIRST: Amendments adopted:

ARTICLE VI - BOARD OF DIRECTORS

The names and addresses of the Officers and Directors are being amended as follows:

<u>Type of Action</u>	<u>Title</u>	<u>Name</u>	<u>Address</u>
DELETE	D	Gary Trotter	1800 Taylor Avenue Winter Park, FL 32789 US
DELETE	D	Earl Hillerman	152 Seville Chase Dr Winter Springs, FL 32708 US
DELETE	D	Acey Mixon	500 Nicole Blvd Ocoee, FL 34761 US
ADD	D/P/S	Christopher Martin	2470 Amsden Rd Winter Park, FL 32792 US

SECOND: The date of adoption of the amendment was May 16, 2014

THIRD: Adoption of Amendment

- ☐ The amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.
- ☐ The amendment was approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment.*

"The number of votes cast for the amendment was sufficient for approval by

(voting group)

- ☒ The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

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- ☐ The Amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Dated: May 16, 2014

Signature



Christopher Martin, Director

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