

Jan 13, 2014 1:05PM
Division of Corporations

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MERGER OR SHARE EXCHANGE
MSS Management I, Inc.

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ARTICLES OF MERGER
MERGING MSS MANAGEMENT II, INC.
INTO MSS MANAGEMENT I, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging MSS Management II, Inc., a Florida corporation, into MSS Management I, Inc., a Florida corporation.

1. A copy of the Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A and incorporated fully herein by this reference.
2. This merger shall become effective upon the filing of these Articles of Merger.
3. The Plan was adopted and approved by the directors and shareholders of MSS Management II, Inc., on January 1, 2014.
4. The Plan was adopted by the directors of MSS Management I, Inc., on January 1, 2014. The approval of the shareholders of MSS Management II, Inc., was not required.

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Date: January 1, 2014

MSS MANAGEMENT I, INC.

By: 
Darian W. Johnson, President

Date: January 1, 2014

MSS MANAGEMENT II, INC.

By: 
Darian W. Johnson, President

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan") is adopted effective as of the 1st day of January, 2014, by MSS MANAGEMENT I, INC., a Florida corporation (hereinafter referred to alternatively as "MSS I" or the "Surviving Corporation"), and MSS MANAGEMENT II, INC., a Florida corporation (hereinafter referred to as "MSS II").

WHEREAS, to achieve administrative and operating economies, and to eliminate duplicative overhead expenses, the constituent corporations desire to merge on the terms hereinafter set forth.

NOW, THEREFORE, in consideration of the foregoing premises, MSS I and MSS II hereby agree as follows:

1. The Merger.

(a) Effect of Merger. On the Effective Date (as defined in paragraph 3(a) of this Plan), MSS II will be merged with and into MSS I, pursuant to and in accordance with Section 607.1101 of the Florida Business Corporation Act (the "Act"). The separate existence of MSS II shall thereupon cease, and MSS I, as the Surviving Corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of MSS II, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act. The parties intend that the merger of MSS II into MSS I will be treated for federal income tax purposes as a reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

(b) Further Assurances. From time to time as and when requested by MSS I or its successors or assigns, the officers and directors of MSS II last in office shall execute and deliver such deeds and other instruments and shall take or cause to be taken such other actions as shall be necessary to vest or perfect in or to confirm of record or otherwise MSS I's title to, and

EXHIBIT A

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possession of, all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of MSS II, and otherwise to carry out the purposes of this Plan.

(c) Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of MSS I, as amended and in effect immediately prior to the Effective Date shall, without any amendments, be the Articles of Incorporation and Bylaws of the Surviving Corporation until further amended as provided by law.

(d) Officers and Directors. The officers and directors of MSS I in office on the Effective Date shall remain the officers and directors of the Surviving Corporation for their remaining term and until their successors are duly appointed and qualify.

2. Treatment of Shares.

(a) MSS I. Each share of MSS I capital stock issued and outstanding prior to the Effective Date and all rights in respect thereof shall be unaffected by the merger and shall, upon the Effective Date, remain issued and outstanding, fully paid and non-assessable.

(b) MSS II. On the Effective Date, each share of MSS II common stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of MSS I or MSS II, be cancelled. After the Effective Date, no shares of capital stock of MSS II will be deemed to be issued or outstanding or to have any rights.

(c) Surrender of Certificates. On or after the Effective Date, the holders of outstanding common stock of MSS II will surrender to the Surviving Corporation the certificates evidencing their issued and outstanding capital stock of MSS II for cancellation.

3. General Provisions.

(a) Effective Date. The merger of MSS II into MSS I shall become effective upon the filing of Articles of Merger with the Florida Department of State (the "Effective Date"); provided, however, for tax and accounting purposes, the merger shall be effective on January 1, 2014.

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(b) Choice of Law. This Plan shall be governed by, and construed and enforced in accordance with, the laws of Florida, excluding the laws of Florida relating to the resolution of conflicts among laws of different jurisdictions.

(c) Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the merger abandoned (subject to contractual rights, if any) by the Board of Directors of either constituent corporation, notwithstanding favorable action by the shareholders of the respective constituent corporations.

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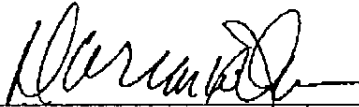
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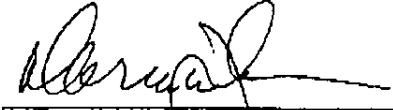
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IN WITNESS WHEREOF, the corporate parties hereto have caused this Agreement and Plan of Merger to be signed by their duly authorized officers on the date first written above.

MSS MANAGEMENT I, INC.

By: 
Darian W. Johnson, President

MSS MANAGEMENT II, INC.

By: 
Darian W. Johnson, President

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