

PO9000035386

(Requestor's Name)

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(City/State/Zip/Phone #)

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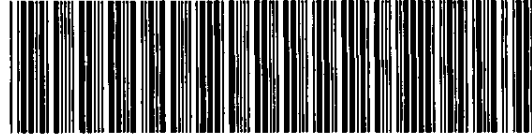
(Business Entity Name)

(Document Number)

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14 DEC 29 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 30 2013

C. CARROTHERS

EFFECTIVE DATE 1/1/15

PHONE • 850-432-1300
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EDSEL F.
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ATTORNEY AT LAW

REAL ESTATE DEPARTMENT
850-435-1008

308 SOUTH JEFFERSON STREET • PENSACOLA, FLORIDA 32502 • E-MAIL: etmlaw@bellsouth.net

December 18, 2014

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

Re: Articles of Merger Between:
Pensacola Lock and Safe, Inc. and Filios Enterprises, Inc.

Dear Sir or Madame:


Enclosed please find an original and one copy of the executed Articles of Merger with regard to the above referenced entities. As indicated in the Articles, and per your instructions, I have also enclosed the original, executed, Plan of Merger.

Also enclosed is this firms Trust Account check, #7313, in the amount of \$70.00. The enclosed check is to cover the cost for the filing of the Articles of Merger between Pensacola Lock and Safe, Inc. (Doc. No.: P09000035386) and Filios Enterprises, Inc. (Doc. No.: P13000007427).

Please do not hesitate to contact me, at (850) 432-1300, should you have any questions and/or concerns regarding the enclosed Articles of Merger and their accompanying payment.

Thank you in advance for your attention to this matter.

Sincerely,



Heather V. Gray
Administrative Assistant

hvg/
Enclosures

ARTICLES OF MERGER

ARTICLE I PLAN OF MERGER

The undersigned corporations, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

ARTICLE II SURVIVING CORPORATION

The name of the surviving corporation is Pensacola Lock and Safe, Inc (Document Number P09000035386).

ARTICLE III MERGING CORPORATION

The name of the merging corporation is Filios Enterprises, Inc. (Document Number P13000007427).

ARTICLE IV STATUTORY ADOPTION

The Plan of Merger of the undersigned corporations was adopted pursuant to the Florida Business Corporation Act, Sections 607.1101 of the Florida Statutes, and is attached hereto.

ARTICLE V EFFECTIVE DATE

The Plan of Merger shall be effective as of January 1, 2015.

ARTICLE VI CHANGES

No changes in the Articles of Incorporation of the surviving corporation have been made.

ARTICLE VII ADOPTION BY SURVIVOR

The Plan of Merger was adopted by the Shareholders and the Board of Directors of Pensacola Lock and Safe, Inc. on December 16, 2014.

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ARTICLE VIII
ADOPTION BY ABSORBED CORPORATION

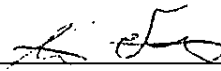
The Plan of Merger was adopted by the Shareholders and the Board of Directors of Filios Enterprises, Inc. on December 16, 2014.

ARTICLE IX
MANNER OF EFFECTUATION

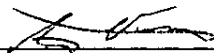
The Plan of Merger calls for an exchange of the issued shares which shall be effected pursuant to the provisions of Sections 607.1101 et. seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended, and further in the manner of an equal, pro-rated exchange of stock between the existing Shareholders of each corporation, whom are identical Shareholder of each corporation.

Dated: December 16, 2014.

PENSACOLA LOCK AND SAFE, INC.

By: 
Athanasios Filios, President

FILIOS ENTERPRISES, INC.

By: 
Athanasios Filios, President

PLAN OF MERGER

Plan of merger dated December 11th, 2014, effective January 1, 2015, between **PENSACOLA LOCK AND SAFE, INC., a Florida corporation**, hereinafter sometimes called the surviving corporation, and **FILIOS ENTERPRISES, INC., a Florida corporation**, hereinafter sometimes called the absorbed corporation.

STIPULATIONS

A. Pensacola Lock and Safe, Inc., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2403 Langley Avenue, Pensacola, FL 32504.

B. Filios Enterprises, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 5071 Glover Lane, Milton, FL 32570.

C. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that Filios Enterprises, Inc. be merged into Pensacola Lock and Safe, Inc. pursuant to the provisions of Sections 607.1101 et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE **MERGER**

Filios Enterprises, Inc. shall merge with and into Pensacola Lock and Safe, Inc., which shall be the surviving corporation.

SECTION TWO
TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

SECTION THREE
CONVERSION OF SHARES

The manner and basis of converting the shares of the absorbed corporation into shares, rights, obligations, and other securities of the surviving corporation is as follows:

(a) Each share of the One Dollars (\$1.00) par value common stock of Filios Enterprises, Inc. issued and outstanding on the effective date of the merger shall be converted into 1 share of the One Dollar (\$1.00) par value common stock of Pensacola Lock and Safe, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender

them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance of such stockholder of the certificate for his shares in the surviving corporation.

SECTION FOUR **CHANGES IN ARTICLES OF INCORPORATION**

The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

SECTION FIVE **CHANGES IN BYLAWS**

The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

SECTION SIX
DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation as of the effective date of the merger shall be as follows:

Athanasios Filios, President/Secretary/Treasurer/Director
5071 Glover Lane
Milton, FL 32570

SECTION SEVEN
PROHIBITED TRANSACTIONS

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporation may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION EIGHT
APPROVAL OF STOCKHOLDERS

This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on December 16th, 2014, effective January 1, 2015, or at such other time as to which the boards of directors of the constituent corporations may agree.

SECTION NINE
EFFECTIVE DATE OF MERGER

The effective date of this merger shall be January 1, 2015.

SECTION TEN
ABANDONMENT OF MERGER

This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

- (a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before January 1, 2015; or
- (b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida .

SECTION ELEVEN
EXECUTION OF AGREEMENT

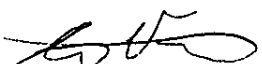
This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors to be effective on December 16th, 2014.

PENSACOLA LOCK AND SAFE, INC.

By: 
Athanasios Filios, President

FILIOS ENTERPRISES, INC.

By: 
Athanasios Filios, President