

P09 000071265

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

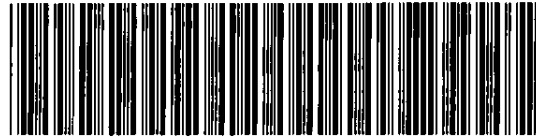
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2016 DEC 28 PM 12:34
SECRETARY OF STATE
OF ALABAMA

12/29/16

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PCS Experts, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

James Y. Stewart

Contact Person

Kotz Sangster Wysocki P.C.

Firm/Company

400 Renaissance Center, Suite 3400

Address

Detroit, MI 48243

City/State and Zip Code

jstewart@kotzsangster.com

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

For further information concerning this matter, please call:

James Y. Stewart

Name of Contact Person

At (313) 259-8751

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

850-508-1891 (cell)

Date: 12/28/16
ACCT. I20160000072

will DW

Name:	<u>PCS Experts, Inc.</u>
Document #:	
Order #:	<u>10305383</u>

Certified Copy of Arts & Amend:			
Plain Copy:			
Certificate of Good Standing:			
Apostille/Notarial Certification:		Country of Destination:	
		Number of Certs:	

Filing: <u>X</u>	Certified: <u> </u>
	Plain: <u> </u>
	COGS: <u> </u>

Availability	_____
Document	_____
Examiner	_____
Updater	_____
Verifier	_____
W.P. Verifier	_____
Ref#	_____

Amount: \$ 183.75

This is a 1-2 filing -
(1) Merger
(2) Formation

Thank you!

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PCS Experts, Inc.	Michigan	00586K

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
See Attached Exhibit A	See Attached Exhibit A	See Attached Exhibit A

Third: The 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.

OR 12 / 31 / 2016 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 21, 2016

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 21, 2016

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
2016 DEC 28 PM 12:34
DEPT. OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

ATTACHMENT TO ARTICLES OF MERGER

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
PCS Experts of Winter Gardens, Inc.	Florida	P09000071265
PCS Experts of Kendel , Inc.	Florida	P09000088309
PCS Experts of Orlando #2, Inc.	Florida	P13000052539
PCS Experts of Sebring, Inc.	Florida	P13000052524

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "**Agreement**") is entered into this 21st day of December, 2016 by and among PCS Experts, Inc., a Michigan corporation ("**Surviving Corporation**"), and all corporations identified in Exhibit A. The corporations identified on Exhibit A are collectively referred to as the "**Merging Corporations**" and along with the Surviving Corporation are the "**Constituent Corporations**".

RECITALS

- A. Each Merging Corporation is organized as a corporation in the jurisdiction identified on Exhibit A.
- B. The Board of Directors of each Constituent Corporation has determined that their common purposes can best be achieved if they merge.
- C. This Agreement and Plan of Merger has been approved by each Constituent Corporation's shareholders as required by the law of the jurisdiction where the Constituent Corporation was formed.

PLAN OF MERGER

1. **The Merger.** In accordance with the governing provisions of the Michigan Business Corporation Act, MCLA 450.1101, et. seq., as amended (the "**Act**"), the Florida Business Corporation Act, the Ohio General Corporation Law and the North Carolina Business Corporation Act, the **Constituent Corporations** hereby agree to merge with and into the Surviving Corporation, with the Surviving Corporation continuing its corporate existence and being the corporation surviving the merger. Subject to the terms and conditions of this Agreement, at the Effective Time (as defined in Section 1.2), the Merging Corporations shall be merged with and into the Surviving Corporation and the separate existence of the Merging Corporations shall thereupon cease (the "**Merger**"). The Surviving Corporation shall continue to be governed by the laws of the State of Michigan. The separate existence of the Surviving Corporation with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in the Act.

2. **Effective Time.** The Surviving Corporation and Merging Corporations will cause appropriate Articles of Merger or Certificates of Merger (the "**Certificates of Merger**") to be executed and filed on such date as the parties may agree, with the Michigan Department of Licensing and Regulatory Affairs, Corporation, Securities & Commercial Licensing Bureau and with each jurisdiction of each Merging Corporation. The Merger shall become effective at 12:01 a.m., on December 31, 2016, or on such later date and time as is agreed upon by the parties and specified in the Certificates of Merger. Such date and time is referred to in this Agreement as the "**Effective Time**."

3. **Effect of Merger.** On the Effective Time, by virtue of the merger, all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due on

whatever account, including causes in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations, all with the full effect provided for under applicable Michigan law and the law of the jurisdiction of each Merging Corporation.

4. Articles of Incorporation and Bylaws.

- a. From and after the Effective Date and until amended as provided by law, the Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation for the Surviving Corporation.
- b. From and after the Effective Date and until amended as provided by law, the Bylaws of the Surviving Corporation shall continue as the Bylaws for the Surviving Corporation.

5. Directors. The directors of the Surviving Corporation immediately prior to the Effective Time shall be the directors of the Surviving Corporation until their respective successors are duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation, or until their death, resignation or removal, or otherwise provided by law.

6. Officers. The officers of the Surviving Corporation immediately prior to the Effective Time shall be the officers of the Surviving Corporation until their respective successors are duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation, or until their death, resignation or removal, or otherwise provided by law.

7. Conversion of Constituent Corporation Shares. Since the shareholders and ownership interest of the Surviving Corporation and each Merging Corporation are identical, on the Effective Date, all of the issued and outstanding shares of each Merging Corporation shall be surrendered and cancelled and all stock in the Surviving Corporation existing prior to the Effective Date shall remain outstanding in the Surviving Corporation.

8. Authority to Transact Business. The Surviving Corporation shall file appropriate paperwork to authorize the Surviving Corporation to transact business in the states of Florida, Ohio and North Carolina. C T Corporation System shall be the resident agent with the following resident addresses in each state: 1200 South Pine Island Road, Plantation, Florida 33324; 1300 East 9th Street, Cleveland, Ohio 44114; and 160 Mine Lake Ct., Ste. 200, Raleigh, North Carolina 27615-6417.

9. Further Acts. From time to time after the Effective Time as and when requested by Surviving Corporation and to the extent permitted by law, the directors and officers of each of the Constituent Corporations shall execute and deliver such assignments, deeds and other instruments and shall take or cause to be taken such further or other actions as shall be necessary in order to vest or perfect in or to confirm of record or otherwise to the Surviving Corporation, title to, and possession of, all of the assets, rights, franchises and interests of each of the

Constituent Corporations in and to every type of property (real, personal and mixed) and causes in action, and otherwise to carry out the purposes of this Agreement, and the officers of the Surviving Corporation are fully authorized to take any and all such actions in the name of the Surviving Corporation or the Merging Corporations or otherwise.

10. **Governing Law.** This Plan shall be governed by and construed in accordance with the laws of the State of Michigan.

11. **Assignment.** No party may assign its duties, rights and obligations under this Agreement without the prior written consent of all other parties.

12. **Binding Effect.** This Agreement shall be binding upon and inure to the benefit of the Surviving Corporation and the Merging Corporations and their respective successors and assigns.

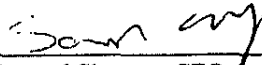
13. **Entire Agreement.** This Agreement, as it may be amended or supplemented from time to time; constitutes the complete agreement between the Surviving Corporation and the Merging Corporations and supersedes all prior agreements, oral and written, and may be modified only by a written instrument executed by all parties to this Agreement

14. **Counterparts.** This Agreement may be executed in any number of separate counterparts (including facsimile or PDF format), each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement, notwithstanding that all parties are not signatory to the original or the same counterpart; provided, however, that no provision of this Agreement shall become effective and binding unless and until all parties have duly executed and delivered a counterpart of this Agreement, at which time this Agreement shall then become effective and binding as of the date first above written. Any signed counterpart of this Agreement that is delivered by facsimile transmission shall be deemed to be executed and delivered, for all purposes hereof.

[signature pages to follow]

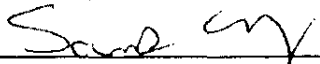
The parties have executed this Agreement and Plan of Merger as of the date set forth above.

PCS EXPERTS, INC. a Michigan corporation

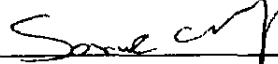
By: 
Sarmad Shayota, CEO

Dated:

PCS EXPERTS OF WINTER GARDENS, INC., a Florida corporation

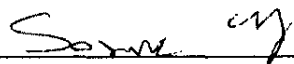
By: 
Sarmad Shayota, CEO

PCS EXPERTS OF KENDEL, INC., a Florida corporation

By: 
Sarmad Shayota, CEO

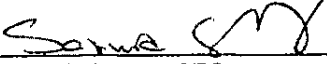
Dated: 12/21/2016

PCS EXPERTS OF ORLANDO #2, INC. a Florida corporation

By: 
Sarmad Shayota, CEO

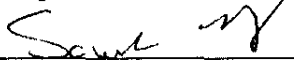
Dated: 12/21/2016

PCS EXPERTS OF SEBRING, INC. a Florida corporation

By: 
Sarmad Shayota, CEO

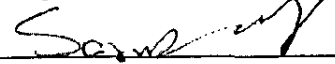
Dated: 12/21/2016

HOLLAND SYLANIA WIRELESS, INC. an Ohio corporation

By: 
Sarmad Shayota, CEO

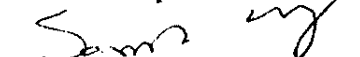
Dated:

PCS EXPERTS OF PERRYSBURG, INC. an Ohio corporation

By: 
Sarmad Shayota, CEO

Dated: 12/21/2016

PCS EXPERTS OF CHARLOTTE #2, INC. a North Carolina corporation

By: 
Sarmad Shayota, CEO

Dated: 12/21/2016

Dated: 12/21/2016

{Signatures Continued on Next Page}

PCS EXPERTS OF PINEVILLE, INC. a North Carolina corporation

By: _____

Sarmad Shayota, CEO

Dated: 12/21/2016

PCS EXPERTS SHELBY NC, INC. a North Carolina corporation

By: _____

Sarmad Shayota, CEO

Dated: 12/21/2016

PCS EXPERTS OF ROCHESTER HILLS, INC. a Michigan corporation

By: _____

Sarmad Shayota, CEO

Dated: 12/21/2016

NINE MILE AND HARPER WIRELESS, INC. a Michigan corporation

By: _____

Sarmad Shayota, CEO

Dated: 12/21/2016

PCS EXPERTS OF RICHMOND, INC. a Michigan corporation

By: _____

Sarmad Shayota, CEO

Dated:

PCS EXPERTS OF WHITE LAKE, INC. a Michigan corporation

By: _____

Sarmad Shayota, CEO

Dated: 12/21/2016

PCS EXPERTS OF MOORESVILLE, INC. a North Carolina corporation

By: _____

Sarmad Shayota, CEO

Dated: 12/21/2016

NC WIRELESS #1, INC. a Michigan corporation

By: _____

Sarmad Shayota, CEO

Dated: 12/21/2016

EIGHT MILE AND GRATIOT WIRELESS, INC. a Michigan corporation

By: _____

Sarmad Shayota, CEO

Dated: 12/21/2016

M59 & GRATIOT WIRELESS, INC. a Michigan corporation

By: _____

Sarmad Shayota, CEO

Dated: 12/21/2016

PCS EXPERTS OF WYANDOTTE, INC. a Michigan corporation

By: _____

Sarmad Shayota, CEO

Dated:

12 & MOUND WIRELESS, INC. a Michigan corporation

By: _____

Sarmad Shayota, CEO

Dated: 12/21/2016

{Signatures Continued on Next Page}

M59 & ROCHESTER WIRELESS, INC. a Michigan corporation

By: Sarmad Shayota
Sarmad Shayota, CEO

Dated: 12/21/2016

PCS EXPERTS OF MARYSVILLE, INC. a Michigan corporation

By: Sarmad Shayota
Sarmad Shayota, CEO

Dated: 12/21/2016

PCS EXPERTS OF MMALL, INC. a Michigan corporation

By: Sarmad Shayota
Sarmad Shayota, CEO

Dated: 12/21/2016

MAPLE AND CROOKS WIRELESS, INC. a Michigan corporation

By: Sarmad Shayota
Sarmad Shayota, CEO

Dated: 12/21/2016

MERIDIAN WIRELESS, INC. a Michigan corporation

By: Sarmad Shayota
Sarmad Shayota, CEO

Dated: 12/21/2016

PCS EXPERTS OF PLYMOUTH, INC. a Michigan corporation

By: Sarmad Shayota
Sarmad Shayota, CEO

Dated: 12/21/2016

PCS EXPERTS OF LANSING MALL, INC. a Michigan corporation

By: Sarmad Shayota
Sarmad Shayota, CEO

Dated: 12/21/2016

PCS EXPERTS SHELBY, INC. a Michigan corporation

By: Sarmad Shayota
Sarmad Shayota, CEO

Dated: 12/21/2016

EXHIBIT A
Corporations Merging with
and Into PCS Experts, Inc.
("Merging Corporations")

	Name	State	Incorp	Entity ID No	Entity Type	Mailing Address	City	ST	ZIP
1	PCS Experts of Winter Gardens, Inc.	FL		P09000071265	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
2	PCS Experts of Kendel, Inc.	FL		P09000088309	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
3	PCS Experts of Orlando #2, Inc.	FL		P13000052539	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
4	PCS Experts of Sebring, Inc.	FL		P13000052524	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
5	PCS Experts of Perrysburg, Inc.	OH		2202629	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
6	Holland Sylvania Wireless, Inc.	OH		1811193	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
7	PCS Experts of Charlotte #2, Inc.	NC		1116162	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
8	PCS Experts of Pineville, Inc.	NC		1218622	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
9	PCS Experts of Mooresville, Inc.	NC		1244102	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
10	PCS Experts of Shelby NC, Inc.	NC		1244050	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
11	NC Wireless #1 Inc			MI - 06205P / NC- 1478938	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
12	PCS Experts of Rochester Hills, Inc.			02879W	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
13	Eight Mile and Gratiot Wireless, Inc.			00568H	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
14	Nine Mile & Harper Wireless, Inc.			00567T	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
15	MS9 & Gratiot Wireless, Inc.			01856T	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
16	PCS Experts of Richmond, Inc.			02879V	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
17	PCS Experts of Wyandotte, Inc.			02878T	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
18	PCS Experts of White Lake, Inc.			02879U	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
19	12 & Mound Wireless, Inc.			01199G	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
20	MS9 & Rochester Wireless, Inc.			01649G	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
21	Meridian Wireless, Inc.			01701V	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
22	PCS Experts of Marysville, Inc.			02631F	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
23	PCS Experts of Shelby, Inc.			02972P	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
24	PCS Experts of Plymouth, Inc.			03063T	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
25	PCS Experts of Mmail, Inc.			06485G	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
26	PCS Experts of Lansing Mail, Inc.			06485F	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025
27	Maple and Crooks Wireless, Inc.			00567X	Corporation	31333 Southfield Rd, Suite 210	Beverly Hills	MI	48025