

Division of Corporations

Page 1 of 2

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Email Address: marydean@ronlynn.com

**MERGER OR SHARE EXCHANGE**  
**R.L.M. Apparel Software Systems, Inc.**

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H18000129329 3

**ARTICLES OF MERGER  
OF  
RON LYNN MANAGEMENT CONSULTANTS, INC.,  
A FLORIDA CORPORATION,  
WITH AND INTO  
R.L.M. APPAREL SOFTWARE SYSTEMS, INC.,  
A FLORIDA CORPORATION**

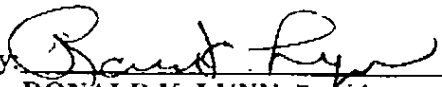
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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, RON LYNN MANAGEMENT CONSULTANTS, INC., a Florida corporation, and R.L.M. APPAREL SOFTWARE SYSTEMS, INC., a Florida corporation, hereby submit the following Articles of Merger:

1. The name and jurisdiction of the surviving corporation is R.L.M. APPAREL SOFTWARE SYSTEMS, INC., a Florida corporation, Document Number P10000098386.
2. The name and jurisdiction of the merging corporation is RON LYNN MANAGEMENT CONSULTANTS, INC., a Florida corporation, Document Number P10000098415.
3. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit A.
4. In accordance with the Plan of Merger, the effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the shareholders of each party to the merger effective as of April 17, 2018, in accordance with Section 607.1103, Florida Statutes.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers on April 17, 2018.

RON LYNN MANAGEMENT  
CONSULTANTS, INC., a Florida  
corporation

By:   
RONALD K. LYNN, President

R.L.M. APPAREL SOFTWARE  
SYSTEMS, INC., a Florida corporation

By:   
RONALD K. LYNN, President

H18000129329 3

H18000129329 3

## EXHIBIT A PLAN OF MERGER

### PLAN OF MERGER

This PLAN OF MERGER is made effective as of the 17 day of April, 2018, by and between **RON LYNN MANAGEMENT CONSULTANTS, INC.**, a Florida corporation (hereinafter sometimes referred to as the "Merging Corporation"), and **R.L.M. APPAREL SOFTWARE SYSTEMS, INC.**, a Florida corporation (hereinafter sometimes referred to as the "Surviving Corporation").

### STIPULATIONS

A. **RON LYNN MANAGEMENT CONSULTANTS, INC.** is a corporation duly organized and existing under the laws of the State of Florida, with its principal office at 160 Chubb Avenue, Suite 205, Lyndhurst, New Jersey 07071, and an authorized capitalization of 7,500 shares of common stock, \$0.10 per share par value, of which 1,000 shares are issued and outstanding as of the date hereof.

B. **R.L.M. APPAREL SOFTWARE SYSTEMS, INC.** is a corporation duly organized and existing under the laws of the State of Florida, with its principal office at 160 Chubb Avenue, Suite 205, Lyndhurst, New Jersey 07071, and an authorized capitalization of 7,500 shares of common stock, \$0.10 per share par value, of which 1,000 shares are issued and outstanding as of the date hereof.

C. The directors and shareholders of **RON LYNN MANAGEMENT CONSULTANTS, INC.** and of **R.L.M. APPAREL SOFTWARE SYSTEMS, INC.** deem it desirable and in the best business interests of the corporations that **RON LYNN MANAGEMENT CONSULTANTS, INC.** be merged with and into **R.L.M. APPAREL SOFTWARE SYSTEMS, INC.** pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Merging Corporation, **RON LYNN MANAGEMENT CONSULTANTS, INC.**, and the Surviving Corporation, **R.L.M. APPAREL SOFTWARE SYSTEMS, INC.**, hereby agree as follows:

1. **Merger.** The Merging Corporation shall merge with and into the Surviving Corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and/or mixed, of the Merging Corporation, without the necessity for any separate transfers. On and after the effective date, the Surviving Corporation shall be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting shares of stock of the Merging Corporation into shares of stock of the Surviving Corporation is as follows:

H18000129329 3

(a) On the effective date of the merger, each outstanding share of the Merging Corporation's common stock shall be exchanged for one (1) share of the Surviving Corporation's common stock.

(b) Each issued and outstanding share of the Surviving Corporation's common stock shall remain issued and outstanding following the effective date of the merger, and the merger shall have no effect on any shares of the Surviving Corporation's common stock that are issued and outstanding.

(c) All shares of the Surviving Corporation's common stock issued in exchange for shares of the Merging Corporation's common stock shall be subject to all of the terms, provisions and restrictions of the R.L.M. Apparel Software Systems, Inc. Shareholders Agreement as in effect on the effective date of this merger.

4. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. **Bylaws of Surviving Corporation.** The Bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers of Surviving Corporation.** The directors and officers of the Surviving Corporation shall continue to be the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

7. **Prohibited Transactions.** Neither the Merging Corporation nor the Surviving Corporation 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 business entities may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. **Approval by Shareholders.** This Plan of Merger shall be submitted for the approval of the shareholders of the Merging Corporation and the shareholders of the Surviving Corporation in the manner provided by the applicable laws of the State of Florida.

9. **Effective Date of Merger.** The effective date of this merger shall be the date the Articles of Merger are filed with the Florida Department of State.

10. **Abandonment of Merger.** This plan of merger may be abandoned by action of the Board of Directors of the Merging Corporation or by action of the Board of Directors of the Surviving Corporation, at any time prior to the effective date of the merger.

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

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IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers effective as of the day and year first above written.

RON LYNN MANAGEMENT  
CONSULTANTS, INC., a Florida  
corporation

By:   
RONALD K. LYNN, President

"Merging Corporation"

R.L.M. APPAREL SOFTWARE  
SYSTEMS, INC., a Florida corporation

By:   
RONALD K. LYNN, President

"Surviving Corporation"

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