

P110000000 723

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

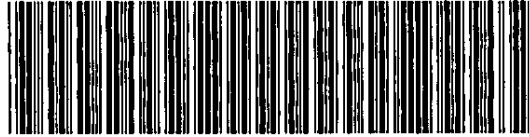
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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15 OCT 26 AM 7:05

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 12, 2015

ROBERT L. JORDAN, JR.  
RLJ ENTERPRISES INC.  
1750 LAKESIDE DRIVE  
TITUSVILLE, FL 32780

SUBJECT: RLJ ENTERPRISES INC.  
Ref. Number: P11000000723

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15 OCT 26 AM 7:05

We have received your document and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merging corporation document number K89486 was voluntary dissolved on 10/05/2015.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair  
Regulatory Specialist II

Letter Number: 715A00021532

850-245-6838

Richard

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** RLJ Enterprise, Inc.

\_\_\_\_\_  
Name of Surviving Corporation

15 OCT 26 AM 7:05

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

Please return all correspondence concerning this matter to following:

Robert L. Jordan, Jr.

\_\_\_\_\_  
Contact Person

RLJ Enterprises, Inc.

\_\_\_\_\_  
Firm/Company

1750 Lakeside Drive

\_\_\_\_\_  
Address

Titusville, Florida 32780

\_\_\_\_\_  
City/State and Zip Code

Robert.Jordan@genesivii.com

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

For further information concerning this matter, please call:

Robert L. Jordan, Jr.

\_\_\_\_\_  
Name of Contact Person

At ( 321 ) 383-4813

\_\_\_\_\_  
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

**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)
RLJ Enterprises, Inc.	Florida	P11000000723

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Genesis VII, Inc.	Florida	K89486

**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** 10 / 10 / 2015 (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 September 30, 2015.

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 September 30, 2015.

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)

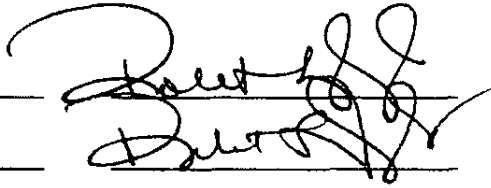
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

RLJ Enterprises, Inc.



Robert L. Jordan, Jr.

Genesis VII, Inc.

Robert L. Jordan, Jr.

## **PLAN OF MERGER**

**(Non Subsidiaries)**

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:

Name

Jurisdiction

N/A

N/A

**Second:** The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

N/A

N/A

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

N/A

**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:

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A

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**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

RLJ Enterprises, Inc

Jurisdiction

Florida

The name and jurisdiction of each **subsidiary** corporation:

Name

Genesis VII, Inc.

Jurisdiction

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Merger Agreement

*(Attach additional sheets if necessary)*



If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A

## **Merger Agreement**

THIS MERGER AGREEMENT ("Agreement") is made on September 30, 2015 by and between Genesis VII, Inc. of 1605 White Drive, Titusville, Florida 32780 ("Genesis") and RLJ Enterprises, Inc. of 1750 Lakeside Drive, Titusville, Florida 32780 ("RLJ")

On completion of the merger, Genesis will be dissolved leaving RLJ as the surviving business which will be known as RLJ Enterprises, Inc. dba Genesis VII, Inc. after the merger is complete. The surviving business will continue to be registered in the state of Florida.

### **RECITALS**

#### **Genesis Dissolving Entity**

Genesis is a Florida corporation, duly organized, validly existing, and in good standing under the laws of the state of Florida.

#### **RLJ Surviving Entity**

RLJ is a Florida corporation duly organized, validly existing, and in good standing under the laws of the state of Florida

#### **RLJ Enterprises, Inc. dba Genesis VII, Inc. Final Entity**

RLJ Enterprises, Inc. dba Genesis VII, Inc. is to be the surviving business entity, as that term is defined in the state statute, to the merger described in this agreement.

### **MERGER**

#### **Surviving Business Entity**

Subject to the terms and conditions of this Agreement, on the Effective Date mentioned above, Genesis shall be merged with and into surviving entity under the laws of the state of Florida. As a result of the Merger, the separate corporate existence of Genesis shall cease and the entity shall continue as the surviving business entity RLJ Enterprises, Inc. dba Genesis VII, Inc.

#### **Certificate of Merger**

RLJ shall file a certificate of merger with the Secretary of State, as required by the laws of the state of Florida. The certificate shall be signed and acknowledged by the required number of shareholders of all constituent entities. Certified copies of the certificate of

## **Conversion**

- (a) At the effective date of the merger, each interest in Genesis will be converted into a one hundred (100) percent interest of the surviving RLJ Enterprises, Inc. dba Genesis VII, Inc.
- (b) Each interest of RLJ will be converted into a one hundred (100) percent interest of the new surviving entity RLJ Enterprises, Inc. dba Genesis VII, Inc. after merger.

## **MANAGEMENT OF SURVIVING ENTITY**

### **Management and Control**

The Directors and officers of the surviving entity have the sole and exclusive control of the business, subject to any limitations in the articles and operating agreement of the surviving entity. It is understood that the individual Robert L. Jordan Jr. that person upon whom the eligibility to participate in the SBA's 8(a) program is based, shall remain as the Chairman and President as long as that firm is a participant in the 8(a) program.

### **Officers**

The initial management of the Surviving Entity will consist of one President, appointed by that person upon whom the eligibility to participate in the SBA's 8(a) program is based.

## **INTERPRETATION AND ENFORCEMENT**

### **Notices**

Any notice, request, demand, or other communication required a permitted under this Agreement may be delivered in person, delivered by certified mail, return receipt requested, or delivered by facsimile transmission. Delivers by certified mail or by facsimile transmission will be sent to the address of the respective party as first indication above or as may be updated in the future in writing by either party.

### **Counterpart Executions**

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

### **Partial Invalidity**

In any term of this agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall remain in full force and effect.

**Applicable Law**

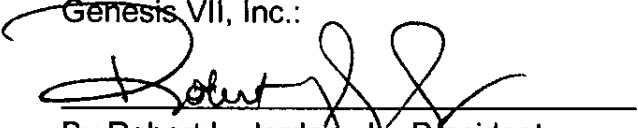
The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the state of Florida.

**Approvals**

The officers and Directors of each constituent entity to this Merger Agreement have approved by the voting percentages required by the articles, operating agreement, and law the terms and conditions of this Agreement.

In witness of the mutual promises made above, Genesis and RLJ have executed this Merger Agreement on the date first stated above.

Genesis VII, Inc.:



By Robert L. Jordan, Jr., President

RLJ Enterprises, Inc.



By Robert L. Jordan, Jr. President