

P11000004139

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

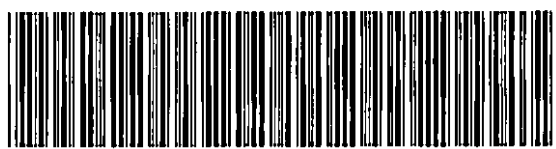
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/23/18--01001--013 **78.75

RECEIVED
18 AUG 22 PM 4:45
CLERK OF COURT
TALLAHASSEE, FLORIDA

FILED
2018 AUG 22 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FL

Merger
R. WHITE
AUG 23 2018



**CAPITOL
SERVICES**

Filing Cover Sheet

To: Florida Division of Corporations

From: Kim Tadlock C/O Capitol Services, Inc.

Date: 8/22/2018

Trans#: 992305

File Second

CONFIDENTIAL INFORMATION

Entity Name: **CIMCON, LLC MERGING INTO K2 PARTNERS, INC.** /

Articles Incorporation ()

Articles of Dissolution ()

Conversion ()

Foreign Qualification ()

Limited Partnership ()

Reinstatement ()

Other ()

Articles of Amendment ()

Annual Report ()

Fictitious Name ()

Limited Liability ()

Merger (XX)

Withdrawal / Cancellation ()

STATE FEES PREPAID WITH CHECK#1290 FOR \$78.75

PLEASE RETURN:

Certified Copy (XX)

Plain Photocopy ()

Good Standing ()

Certificate of Fact ()

FILED

2018 AUG 22 AM 7:39

SECRETARY OF STATE
TALLAHASSEE, FL

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Cimcon, LLC	Texas	802101536

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
K2 Partners, Inc.	Florida	P11000042139

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

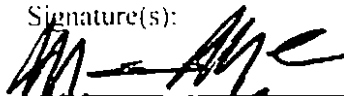
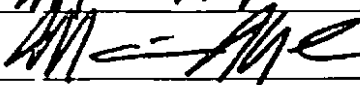
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

- a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
K2 Partners, Inc.		Marvin A. Karlow, Pres
Cimcon, LLC		Marvin A. Karlow, Pres

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Cimcon, LLC	Texas	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
K2 Partners, Inc.	Florida	Corporation

THIRD: The terms and conditions of the merger are as follows:

K2 Partners, Inc., a Florida corporation (the "Surviving Entity"), is the sole member of Cimcon, LLC,

a Texas limited liability company (the "Merging Entity"). Upon the filing of Articles of Merger with

the Florida Secretary of State's Office, and the contemporaneous filing of a Certificate of Merger with

the Texas Secretary of State's Office, the Merging Entity will be merged with and into the Surviving

Entity (the "Merger"). Upon completion of the Merger, the Amended and Restated Articles of

Incorporation and the Bylaws of the Surviving Entity will continue to be the Amended and Restated

Articles of Incorporation and the Bylaws of the Surviving Entity.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The Surviving Entity (the parent) is the sole member of the Merging Entity (the subsidiary). Upon the

completion of the Merger, all of the issued and outstanding membership interests in the Merging Entity

will be canceled without the necessity of further action and no further rights will accrue to the Surviving

Entity with respect to such membership interests as a result thereof.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)