

P110000080388

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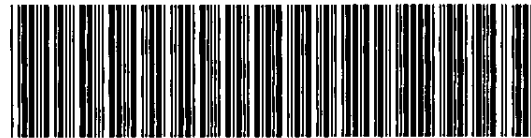
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 23 PM 4:38

Merger/CC
@ 1/23/11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KKN Enterprises, 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:

Bruce A. Willey

Contact Person

Willey, O'Brien, L.C.

Firm/Company

3519 Center Point Rd. N.E.

Address

Cedar Rapids, IA 52402

City/State and Zip Code

bwilley@willeylaw.com

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

For further information concerning this matter, please call:

Bruce A. Willey

Name of Contact Person

At (319)

390-5555

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 30, 2011

BRUCE A. WILLEY
WILLEY O'BRIEN, L.C.
3519 CENTER POINT RD, NE
CEDAR RAPIDS, IA 52402

SUBJECT: KKN ENTERPRISES, INC.
Ref. Number: P11000080388

We have received your document for KKN ENTERPRISES, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 911A00029035

RECEIVED

12 JAN 23 AM 9:20

TALLAHASSEE, FLORIDA

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Docketed
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1-10-12

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 23 PM 4:38

Articles of Merger

KKN Enterprises, Inc. (a California Corporation)

And

KKN Enterprises, Inc. (a Florida Corporation)

Into

KKN ENTERPRISES, INC. (A FLORIDA CORPORATION)

Pursuant to the provisions of Section 607.1105 (2011) of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

KKN ENTERPRISES, INC., A CALIFORNIA CORPORATION

KKN ENTERPRISES, INC., A FLORIDA CORPORATION

Second: The laws of the state under which such foreign corporation is organized permit such a merger.

Third: The name of the surviving corporation is KKN Enterprises, Inc. and it is to be governed by the laws of the state of Florida.

Fourth: The following plan of merger was approved by the sharcholders of the undersigned domestic corporatiосn in the manner prescribed by the Florida Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the state under which it is organized: See Plan of Merger appended to these Articles.

Fifth: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan are as follows:

Name of corporation	Number of outstanding shares	Designation class of shares	Number of shares in each class
KKN Enterprises, Inc., a California corporation	100	common stock	20,000
KKN Enterprises, Inc., a Florida corporation	100	common stock	20,000

Sixth: As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

Name of corporation	Number of shares voted for merger	Number of shares voted against merger
KKN Enterprises, Inc., a California corporation	100	0
KKN Enterprises, Inc., a Florida corporation	100	0


Seventh: Adoption of Merger by the surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on October 1, 2011.


Eighth: Adoption of Merger by the merging corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on October 1, 2011

Ninth: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the state of California in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the secretary of state of California as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the California Business Corporation Act with respect to the rights of dissenting shareholders.

Dated: December 15, 2011


KKN Enterprises, Inc., a California corporation

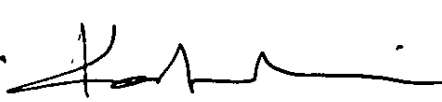
By: 
Kai B. Niemi
Its President


Katri E. Niemi
Its Secretary

Dated: December 15, 2011

KKN Enterprises, Inc., a Florida corporation

By: 
Kai B. Niemi
Its President


Katri E. Niemi
Its Secretary

Agreement and Plan of Merger

Agreement of merger made October 1, 2011, pursuant to Florida Statutes 607.1105 (2011) between ***KKN ENTERPRISES, INC.*** a corporation organized and existing under the laws of the State of California, and ***KKN ENTERPRISES, INC.*** a corporation organized and existing under the laws of the State of Florida.

The parties recite and declare that:

A. Both of the constituent corporations desire to merge into a single corporation.

B. ***KKN ENTERPRISES, INC.*** by its certificates of incorporation, which was filed in the office of the Secretary of State of the State of California on December 23, 2008, has an authorized capital stock consisting of 20,000 shares of common stock without par value, of which stock 100 shares of such common stock are now issued and outstanding and such shares shall be canceled pursuant to this plan and agreement of merger.

C. ***KKN ENTERPRISES, INC.*** a corporation organized under the laws of the State of Florida by its articles of incorporation, which was filed in the office of the Secretary of State of the State of Florida, on September 12, 2011, has an authorized capital stock consisting of 20,000 shares of no par value common stock of which stock 100 shares are now issued and outstanding.

D. The registered office of KKN Enterprises, Inc. in the State of California is located at 614 5th Ave., Suite G, San Diego, San Diego County, California, and the name of its registered agent at such address is Kai B. Niemi.

E. The registered office of KKN Enterprises, Inc. in the State of Florida is located at 510 North 24th Ave., #104, Lake Worth, Palm Beach County, Florida, and the name and address of its registered agent is Kai B. Niemi of 8 Yacht Club Place, Tequesta, Florida 33469.

The corporations, parties to this agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of the merger and mode of carrying the same into effect as follows:

SECTION ONE. MERGER

KKN ENTERPRISES, INC., a corporation organized under the laws of the State of *California*, hereby merges into, ***KKN ENTERPRISES, INC.*** a corporation organized under the laws of the State of *Florida*, and ***KKN ENTERPRISES, INC.*** a corporation organized under the laws of the State of *Florida*, shall be and hereby is the surviving corporation.

SECTION TWO. AMENDMENT OF CHARTER

The certificate of incorporation of *KKN ENTERPRISES, INC.*, a California corporation, as heretofore amended and as in effect on the day of the merger provided for in this agreement, shall continue in full force and effect as the articles of incorporation of the corporation surviving this merger.

SECTION THREE. CONVERSION OF SHARES

The manner of converting outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this agreement, shall be canceled.
- (b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this agreement, and all rights in respect thereof shall forthwith be changed and converted into stock of the surviving corporation in the following manner:
 - (1) Kai Niemi and Katri Niemi shall each be issued 1 share of the common stock of the surviving corporation for each of their 50 shares of the merged corporation, or a total of 50 shares each of the common stock.
- (c) After the effective date of this agreement each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled on such surrender to receive the number of shares of stock of the surviving corporation on the basis provided herein. Until so surrendered the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though the surrender and exchange had taken place.

SECTION FOUR. TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are as follows:

- (a) The bylaws of the surviving corporation as they shall exist on the effective day of this agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on filing with the Secretary of State of the State of Florida. However, for all accounting purposes the effective day of the merger shall be as of the close of business on *October 1, 2011*.

(d) On the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve on the surviving corporation without further act or deed, and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) All corporate acts, plans, policies, contracts, approvals and authorizations of the merged corporation, its shareholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the effective day of the merger shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the surviving corporation and shall be as effective and binding thereon as the same were with respect to the merged corporation. The employees of the merged corporation shall become the employees of the surviving corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees of the merged corporation. Any employee plan or agreement of the merged corporation shall be adopted, effective and binding on the surviving corporation as the same were with respect to the merged corporation.

(f) The surviving corporation hereby (1) agrees that it may be served with process in the State of California in any proceeding for the enforcement of any obligation of the merged corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the merged corporation; (2) irrevocably appoints the Secretary of State of the State of California as its agent to accept service or process in any such proceedings; and (3) agrees that it will promptly pay to dissenting shareholders of the merged corporation the amount, if any, to which they shall be entitled pursuant to the laws of the State of California.

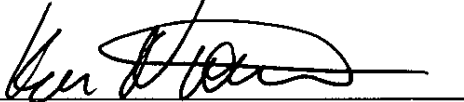
SECTION FIVE. TERMINATION OR ABANDONMENT

Anything in this agreement or elsewhere to the contrary notwithstanding, this agreement may

be terminated and abandoned by the board of directors of either constituent corporation at any time prior to the date of filing the agreement with the Secretary of State.

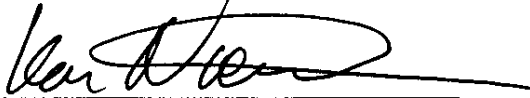
In witness whereof, the parties have executed this agreement in triplicate the day and year first above written.

KKN ENTERPRISES, INC. (CALIFORNIA)

A handwritten signature in black ink, appearing to read 'Kai Niemi', written over a horizontal line.

By: Kai Niemi, President

KKN ENTERPRISES, INC. (FLORIDA)

A handwritten signature in black ink, appearing to read 'Kai Niemi', written over a horizontal line.

By Kai Niemi, President