

P130000034212

(Requestor's Name)

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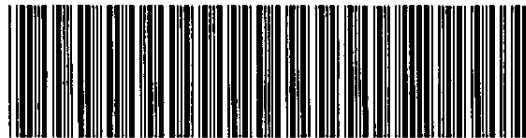
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
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Merger  
@ 2/17/15

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Public Safety Corporation  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Brian J. Downey

Contact Person

Brian J. Downey, F.A.

Firm/Company

14090 Metropolis Ave., #205

Address

Fort Myers, Florida 33912

City/State and Zip Code

brian@bjdpa.com

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

For further information concerning this matter, please call:

Brian J. Downey

Name of Contact Person

At ( 239 )

321-6690

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><br>(If known/ applicable) |
|----------------------------------|---------------------|--|
| <u>PUBLIC SAFETY CORPORATION</u> | <u>FLORIDA</u>      | <u>P13000034212</u>                              |

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

| <u>Name</u>              | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|--------------------------|---------------------|--|
| <u>AOT PUBLIC SAFETY</u> | <u>MARYLAND</u>     | <u>FD4D00005332</u>                              |
| <u>CORPORATION</u>       |                     |  |
|                          |                     |  |
|                          |                     |  |
|                          |                     |  |

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**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**      /      /      (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.)

**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 August 27, 2014.

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 November 15, 2014.

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)

[illegible]

## **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:

| <u>Name</u>                      | <u>Jurisdiction</u> |
|----------------------------------|---------------------|
| <u>PUBLIC SAFETY CORPORATION</u> | <u>FLORIDA</u>      |

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

| <u>Name</u>                          | <u>Jurisdiction</u> |
|--------------------------------------|---------------------|
| <u>AOT PUBLIC SAFETY CORPORATION</u> | <u>MARYLAND</u>     |
| <u> </u>                             | <u> </u>            |
| <u> </u>                             | <u> </u>            |
| <u> </u>                             | <u> </u>            |
| <u> </u>                             | <u> </u>            |

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

See Merger Agreement attached as Exhibit "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:

See Merger Agreement attached as Exhibit "A"

*(Attach additional sheets if necessary)*

**EXHIBIT "A"**

**AGREEMENT OF MERGER**

This Agreement made the 1st day of December, 2014 between **Public Safety Corporation**, a Florida corporation, and **AOT Public Safety Corporation**, a Maryland corporation and qualified to do business in the State of Florida.

WHEREAS, the officers and principals of AOT Public Safety Corporation deem it is in said corporation's best interest to merge with Public Safety Corporation, a Florida corporation, as the State of Florida and its laws and regulations are deemed to provide a better opportunity for further growth and advancement.

**WITNESSETH**

The parties to this Merger Agreement agree as follows:

FIRST: The name, business entity type, and jurisdiction of each merging party are as follows:

| Name                          | Jurisdiction | Entity Type          |
|-------------------------------|--------------|----------------------|
| AOT Public Safety Corporation | Maryland     | Business Corporation |

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

| Name                      | Jurisdiction | Entity Type          |
|---------------------------|--------------|----------------------|
| Public Safety Corporation | Florida      | Business Corporation |

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

In the first quarter of 2015 at such appropriate time as determined by the directors of AOT Public Safety Corporation and Public Safety Corporation, AOT Public Safety Corporation shall merge with Public Safety Corporation, with the surviving business entity being Public Safety Corporation domiciled in the jurisdiction of Florida. Public Safety Corporation is authorized to do business as a foreign corporation in the State of Maryland under the name Public Safety Corporation.

FOURTH:

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

- i.) *All stock certificate(s) issued to and owned by George Wilson, Luther Grainger and Leslie Greenberg, representing 250,000 shares each, or a total of 750,000 shares, and being 98.68% of all the outstanding non-treasury shares of stock of AOT Public Safety Corporation, shall be assigned and transferred to Public Safety Corporation in exchange for 249,999 shares each, or a total of 749,994 shares, of Public Safety Corporation.*
- ii.) *All stock certificate(s) issued to and owned by Edward Chicca and Ralph Peterson, representing 5,000 shares each, or a total of 10,000 shares, and being 1.32% of all the outstanding non-treasury shares of stock of AOT Public Safety Corporation, shall be assigned to and transferred to Public Safety Corporation in exchange for 5,000 shares each, or a total of 10,000 shares, of Public Safety Corporation.*

- B. There are not acquisition rights with respect to the interests, shares, obligations or securities of the merging parties, other than those set forth in the preceding sub-paragraph.

FIFTH: Public Safety Corporation agrees that it may be served with process in the State of Maryland in any action or special proceeding for the enforcement of any liability or obligation of AOT Public Safety Corporation and for enforcement of the right of shareholders of AOT Public Safety Corporation to receive payment of their interests against the surviving entity, Public Safety Corporation.

Public Safety Corporation will promptly pay to the shareholders of AOT Public Safety Corporation or shareholders of Public Safety Corporation the amount, if any, to which they may be entitled under the provisions of the laws of the State of Maryland and any statutes relating to the rights of dissenting shareholders to receive payment for their interest.

SIXTH: The merger provided for under this Agreement is permitted by the jurisdiction of organization of each entity and is in compliance with the laws thereof.

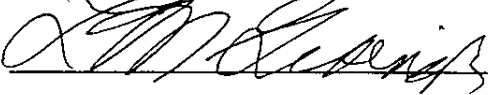
SEVENTH: The Agreement of Merger is on file at the place of business of Public Safety Corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving entity on request and without cost to any shareholder holding an interest in either business entity that is to merge.

NINTH: This merger shall be effective upon the filing of Articles of Merger with the office of the Secretary of State of Florida and Articles of Merger with the office of the Secretary of State of Maryland.

IN WITNESS WHEREOF, the Agreement has been authorized by the director(s) and approved by the shareholder(s) of **AOT Public Safety Corporation** and **Public Safety Corporation**.

AOT PUBLIC SAFETY CORPORATION

By: 

Title: PRESIDENT

PUBLIC SAFETY CORPORATION

By: 

Title: PRESIDENT