

Jan 14, 2015 8:42AM
Division of Corporations

FOX WACKEEN DUNGEY 772-283-4637

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Florida Department of State
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Account Number : 076247002541
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MERGER OR SHARE EXCHANGE
KOLLMAN PROPERTIES CORP

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KOLLMAN PROPERTIES CORP.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

RAYMOND G. ROBISON

Contact Person

FOX, WACKEEN, DUNGEY, BEARD, BUSH, GOLDM

Firm/Company

3473 SE WILLOUGHBY BOULEVARD

Address

STUART, FLORIDA 34994

City/State and Zip Code

robison@foxwackeen.com

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

For further information concerning this matter, please call:

RAYMOND G. ROBISON

Name of Contact Person

At (772)

287-4444

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)
<u>KOLLMAN PROPERTIES CORP.</u>	<u>FLORIDA</u>	<u>P13000054475</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>KOLLMAN PROPERTIES CORP.</u>	<u>VERMONT</u>	<u>0000937364</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 12 / 31 / 2014 (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 12/31/2014

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 12/31/2014

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)

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 TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

KOLLMAN PROPERTIES

NICHOLAS J. KOLLMAN

KOLLMAN PROPERTIES

NICHOLAS J. KOLLMAN

PLAN OF MERGER

MERGER between KOLLMAN PROPERTIES CORP., a Florida corporation (the "Surviving Corp."), and KOLLMAN PROPERTIES CORP., a Vermont corporation (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act and Chapter 11 of the Vermont Business Corporation Act.

1. **Certificate of Incorporation.** The Certificate of Incorporation of Surviving Corp., in effect immediately before the Effective Date of the Merger (the "Effective Date" is hereinafter further defined), shall, without any changes, be the Certificate of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. **Outstanding Shares.** As to the Constituent Corporations, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Designation and Number of Shares In each class or series outstanding	Class or series of shares entitled to vote	Class or series entitled to vote as a class
Kollman Properties Corp. (Vermont)	1000 shares of Common Stock	Common	N/A
Kollman Properties Corp. (Florida)	1000 shares of Common Stock	Common	N/A

3. **Distribution to Shareholders of the Constituent Corporations.** On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of Surviving Corp.'s stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

4. **Satisfaction of Rights of Disappearing Corp. Shareholders.** All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

5. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises,

subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Florida Business Corporation Act and §11.06 of the Vermont Business Corporation Act.

6. **Supplemental Action.** If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. **Filing with the Florida Secretary of State and Effective Date.** On the Closing, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement as Exhibit A and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Florida Business Corporation Act, and §11.05 of the Vermont Business Corporation Act, the later of the filing date of the Articles of Merger, or December 31, 2013, shall be the "Effective Date".

8. **Filing with the Vermont Secretary of State.** On the Closing, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger as required pursuant to §11.05 of the Vermont Business Corporation Act. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Vermont Secretary of State.

9. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Florida Business Corporation Act.

10. **Termination.** At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties hereto have signed this Plan of
Merger on the 31 day of Dec, 2013. 4 NJK

KOLLMAN PROPERTIES CORP., a
Vermont corporation

By: Nicholas J. Kollman
Print name: NICHOLAS J KOLLMAN
Title: PRES

KOLLMAN PROPERTIES CORP., a
Florida corporation

By: Nicholas J. Kollman
Print name: NICHOLAS J KOLLMAN
Title: PRESIDENT