

PI3000074688

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

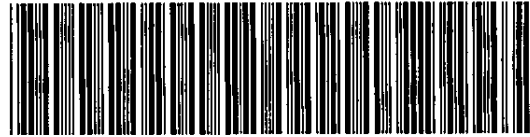
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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14 MAR -3 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HARDLINE Products 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:

KEVIN Schulte

Contact Person

HARDLINE PRODUCTS INC.

Firm/Company

7766 SW JACK JAMES DR.

Address

STUART, FL 34997

City/State and Zip Code

SALES@hardlineproducts.com

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

For further information concerning this matter, please call:

Kevin Schulte

Name of Contact Person

At (805) 581-4700

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

FILED
14 MAR -3 PM 3:59
TALLAHASSEE, FL 32301
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 7, 2014

KEVIN SCHULTE
HARDLINE PRODUCTS INC.
7766 SW JACK JAMES DR
STUART, FL 34997

SUBJECT: HARDLINE PRODUCTS INCORPORATED
Ref. Number: P13000074688

RECEIVED
14 MAR -3 AM 11:54
TALLAHASSEE, FLORIDA

We have received your document for **HARDLINE PRODUCTS INCORPORATED** and your check(s) totaling \$43.75. However, the document has not been filed and is being retained in this office for the following:

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

With the certified copy requested the total fee will be \$78.75. Therefore, we need an additional \$35.00.

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) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 214A00002860

ARTICLES OF MERGER

(Profit Corporations)

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14 MAR -3 PM 3:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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>HARDLINE PRODUCTS</u>	<u>FLORIDA</u>	<u>P13000074688</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SRP Enterprises Inc. DBA Hardline Products</u>	<u>CALIFORNIA</u>	<u>D1217671</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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 / / (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 1/27/13 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 1/27/13 and shareholder approval was not required.

(Attach additional sheets if necessary)

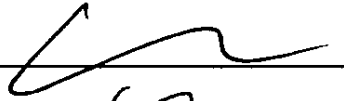
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

HAROLINE Products INC.



Kevin Schulte

SRP Enterprises, Inc. DBA

Harline Products



Kevin Schulte

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14 MAR -3 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

HAROLINE Products

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

SRP Enterprises INC. DBA HAROLINE Products

CALIFORNIA

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

See Attached sheet of Agreement to Merger.

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)

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14 MAR -3 PM 3:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

01217671

FILED w/cm
Secretary of State
State of California

2029620 - 004

DEC 27 2013

AGREEMENT OF MERGER

Agreement of Merger dated December 24, 2013, between Hardline Products Incorporated, a Florida corporation ("Surviving Corporation") and, SRP Enterprises, Inc., a California corporation ("Absorbed Corporation").

- A. Surviving Corporation is a corporation organized and existing under the laws of the state of Florida with its principal place of business at 7766 SW Jack James Drive, Stuart, FL 34997. Surviving Corporation presently transacts no business within the state of California.
- B. Surviving Corporation owns 100% of the outstanding shares of each class of shares of the Absorbed Corporation.
- C. Absorbed Corporation is a corporation organized and existing under the laws of the State of California with its principal place of business located at 677 Cochran Street, Simi Valley, CA 93065.
- D. The Boards of Directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that SRP Enterprises, Inc. be merged into Hardline Products Incorporated pursuant to the provisions of California General Corporation Law in order that the transaction qualify as a "reorganization" within the meaning of the Internal Revenue Code of 1986, as amended. [25 U.S.C.A. § 368 (a)(1)(A)]

In consideration of the mutual covenants set forth in this Agreement, the constituent corporations agree as follows:

ARTICLE I. AGREEMENTS

Section 1. Merger. SRP Enterprises, Inc., shall merge with and into Hardline Products, Incorporated, which shall be the surviving corporation.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all of the property, real personal and mixed, of the Absorbed Corporation, without the necessity for any

separate transfer. The Surviving Corporation shall after that date be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section 3. Conversion of Shares. The manner and basis for converting the shares of the Absorbed Corporation into the shares of the Surviving Corporation is as follows:

- (a) Each share of common stock of the Absorbed Corporation outstanding at the time of the effective date of the merger shall be converted into one share of the common stock of surviving corporation and shall thereupon be issued and outstanding.
- (b) The conversion shall be effected as follows: After the effective date of the merger, the holder of the certificate for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation in such manner as the Surviving Corporation shall legally require. On receipt of the share certificate of the Absorbed Corporation, the surviving Corporation shall issue and exchange those certificates for shares of common stock in the surviving corporation representing the number of shares of that stock to which the holder is entitled to as provided in this Agreement.

Section 4. Changes in the Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

Section 5. Changes in Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

Section 6. Directors and Officers. The directors and officers of the surviving corporation on the effective date shall continue as directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section 7. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than the ordinary course of business, except that the Absorbed and Surviving Corporations may take all actions necessary or appropriate under the laws of the State of California to consummate the merger.

Section 8. Abandonment of Merger. This plan of merger may be abandoned by action of the Board of Directors of the Surviving Corporation at any time prior to the Effective Date if, in the judgment of the Board of Directors of the Surviving Corporation, the merger would be impracticable.

Section 9. Execution of Agreement. This Agreement may be executed in any number of counterparts and each counterpart shall constitute an original instrument.

Executed on behalf of the Parties by their officers pursuant to the authorization of their respective Boards of Directors on the date first written above.

Hardline Products Incorporated



By: Kevin Schulte
Its: President and Secretary

SRP Enterprises, Inc.



By: Kevin Schulte
Its: President and Secretary

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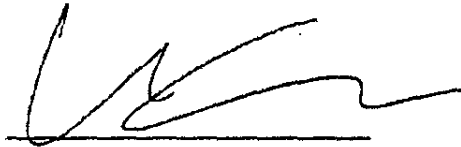
**CERTIFICATE OF APPROVAL OF AGREEMENT
OF MERGER**

I, Kevin Schulte certify that:

1. I am the President and Secretary of SRP Enterprises, Inc., a California corporation.
2. The Agreement of Merger and the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. The shareholder approval was by holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares, common stock, and the number of shares outstanding is 10.

I further declare under penalty of perjury under the laws of the state of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 24, 2013

A handwritten signature in black ink, appearing to read 'Kevin Schulte', is written over a horizontal line.

By: Kevin Schulte
Its: President and Secretary



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

JAN 02 2014

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

01217671

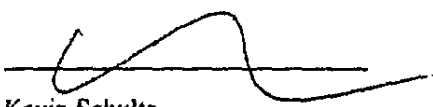
**CERTIFICATE OF APPROVAL OF AGREEMENT
OF MERGER**

I, Kevin Schulte, certify that:

1. I am the *President and Secretary of Hardline Products Incorporated*, a Florida corporation.
2. *The Agreement of Merger* and the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. The shareholder approval was by holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 10.

I further declare under penalty of perjury under the laws of the state of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 24, 2013


By: Kevin Schulte
Its: President and Secretary