

PI4 0000 98195

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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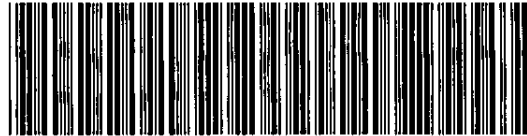
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

merger

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PartnerCom 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:

Susan S. Stautberg

Contact Person

PartnerCom Corp.

Firm/Company

1645 Palm Beach Lakes Blvd., Suite 150

Address

West Palm Beach, FL 33414

City/State and Zip Code

eden@womencorporatedirectors.com

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

For further information concerning this matter, please call:

Eden Rose DiGregorio

Name of Contact Person

At ( 561 )

797-3099

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

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## 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>PartnerCom Corp.</u>	<u>Florida</u>	<u>P14 - 98195</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>PartnerCom Corporation</u>	<u>New York</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 December 1, 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 December 1, 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)

Name of Corporation

Typed or Printed Name of Individual & Title

PartnerCom Corporation

Salmon Standby

Susan S. Stautberg, President

PartnerCom Corp.

See 5 Stanley

**Susan S. Stautberg, President**

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SECRETARY  
TALLAHASSEE

**(Non Subsidiaries)**

**First:** The name and jurisdiction of the surviving corporation:

### Jurisdiction

PartnerCom Corp.

## Florida

Name

## Jurisdiction

## PartnerCom Corporation

New York

See attached Agreement and Plan of Merger.

See attached Agreement and Plan of Merger.

*(Attach additional sheets if necessary)*

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TALAMAS

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:  
See attached Agreement and Plan of Merger.

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated December 1, 2014 (this "Agreement"), is entered into by and between PartnerCom Corporation, a New York Corporation ("PartnerCom (NY)"), and PartnerCom Corp., a Florida Corporation ("PartnerCom (FL)"). PartnerCom (NY) and PartnerCom (FL) are hereinafter sometimes referred to as the "Constituent Corporations."

### WITNESSETH:

WHEREAS, PartnerCom (NY) is a corporation duly organized and existing under the laws of the State of New York;

WHEREAS, PartnerCom (FL) is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the respective Boards of Directors of PartnerCom (NY) and PartnerCom (FL) have determined that it is advisable and in the best interests of such corporations and their shareholders that PartnerCom (NY) merge with and into PartnerCom (FL) upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, for United States federal income tax purposes, the parties hereto intend the Merger (as defined below) shall qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations promulgated thereunder, and this Agreement is hereby adopted as a plan of reorganization for purposes of Section 368(a) of the Code and the Treasury Regulations promulgated thereunder;

WHEREAS, the shareholders of PartnerCom (NY) have approved this Agreement by execution of written consent;

WHEREAS, the shareholders of PartnerCom (FL) have approved this Agreement by execution of written consent;

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, PartnerCom (NY) and PartnerCom (FL) hereby agree as follows:

1. Merger. PartnerCom (NY) shall be merged with and into PartnerCom (FL) (the "Merger") such that PartnerCom (FL) shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Appropriate documents necessary to effectuate the Merger shall be filed with the Secretaries of State of the States of Florida and New York and the Merger shall become effective December 31, 2014 (the "Effective Date").

2. Governing Documents. The Articles of Incorporation of the Surviving Corporation in effect at the Effective Date shall be the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

3. Directors. The persons who are directors of PartnerCom (FL) immediately prior to the Effective Date shall, after the Effective Date, be the directors of the Surviving Corporation, without change until

their successors have been duly elected and qualified in accordance with the governing documents of the Surviving Corporation.

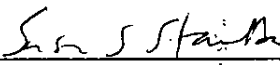
4. Officers. The persons who are officers of PartnerCom (FL) immediately prior to the Effective Date shall, after the Effective Date, be the officers of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the governing documents of the Surviving Corporation.

5. Succession. At the Effective Date, the separate corporate existence of PartnerCom (NY) shall cease and (i) all rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations; (ii) all assets, property, real and personal, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, including stock subscriptions and all other things in action; shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise and any other asset, in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of PartnerCom (NY) shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of PartnerCom (NY), its shareholders, Board of Directors and committees thereof, officers and agents that were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to PartnerCom (NY). The employees and agents of PartnerCom (NY) shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of PartnerCom (NY).

6. Conversion of Shares. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of PartnerCom (NY) common stock, issued and outstanding immediately prior to the Effective Date shall be changed and converted into (1) share of PartnerCom (FL) common stock.

IN WITNESS WHEREOF, PartnerCom (NY) and PartnerCom (FL) have caused this Agreement to be executed and delivered as of the first date written above.

PartnerCom Corporation, a New York  
Corporation

  
By: Susan S. Stautberg, President



PartnerCom Corp., a Florida Corporation

Susan S Stautberg  
By: Susan S. Stautberg, President

Approved by:

Shareholders of PartnerCom Corporation, a New York Corporation

Susan S Stautberg  
Susan S. Stautberg

Shareholders of PartnerCom Corp., a Florida Corporation

Susan S Stautberg  
Susan S. Stautberg