

P15000039076

Florida Department of State
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MERGER OR SHARE EXCHANGE
KIENZLE CONSULTING, INC.

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DIVISION OF CORPORATIONS

Merger

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5-21-15

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Klenze Consulting, 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:

John W. Hilbert II
Contact Person

Shumaker, Loop & Kendrick, LLP
Firm/Company

1000 Jackson Street
Address

Toledo, Ohio 43604
City/State and Zip Code

jhilbert@alk-law.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John W. Hilbert II At (419) 321-1380
Name of Contact Person Area Code & Daytime Telephone Number

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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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TALLAHASSEE, FLORIDA

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)
Klenzie Consulting, Inc.	Florida	P15000039076

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Klenzie Consulting, Inc.	Florida	P15000039076
Klenzie Consulting, Inc.	Nevada	

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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 May 5, 2015.

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 May 5, 2015.

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)

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>
Kienzle Consulting, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Kienzle Consulting, Inc.	Florida
Kienzle Consulting, Inc.	Nevada
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows: From and after the effective time of merger the effect of the merger shall be as provided by Section 807 of the Florida Statutes. Without limiting the generality of the foregoing, and subject thereto, upon the effective time of merger: (a) The separate existence of the merged entity shall cease and be merged into the surviving corporation, which shall possess all assets and property of every description, and every interest in the assets and property, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of each of the constituent companies, and all obligations belonging to or due to each of the constituent companies, all of which shall be vested in the surviving corporation without further act or deed. Title to any real estate or any interest in the real estate vested in any constituent company shall not revert or in any way be impaired by reason of this merger. (b) The surviving corporation shall be liable for all the obligations of each of the constituent companies, including liability to dissenting shareholders. Any claim existing, or action or proceeding pending, by or against any constituent company, may be prosecuted to judgment, with right of appeal, as if this merger had not taken place, or the surviving corporation may be substituted in its place. (c) All the rights of creditors of each constituent company are preserved unimpaired, on only the property affected by such liens immediately prior to the effective time of 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: At the effective time, the rights of the respective equity holders of the merged entity shall be terminated, and all certificates, if any, shall be deemed to be canceled, extinguished, and of no further force and effect, and the equity interests of the surviving corporation shall continue in full force and effect.
(Attach additional sheets if necessary)

5/20/2015 3:20:04 PM From: To: 8506176380(6/6)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: