

P15000066534

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 617-6380

From:  
Account Name : ADVANCED INCORPORATING SERVICE, INC.  
Account Number : 120080000093  
Phone : (850) 222-2677  
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MERGER OR SHARE EXCHANGE

Keller Web, Inc.

|                       |                             |
|-----------------------|-----------------------------|
| Certificate of Status | 0                           |
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| Page Count            | 04                          |
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AUG 19 2015  
A RAMSEY

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
H150001996003  
2015 AUG 18 PM 2:48  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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) |
|------------------|---------------------|--|
| Keller Web, Inc. | FL                  | P15000066534                                     |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u>      | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|------------------|---------------------|--|
| Keller Web, Inc. | NJ                  | 0101024693                                       |
| Keller Web, Inc. | FL                  | P15000066534                                     |
|                  |                     |  |
|                  |                     |  |
|                  |                     |  |

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 08/17/2015.

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 8/10/15.

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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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Keller Web, Inc.**

K. Claes

**Karen C. Keller, Incorporator**

**Koller Web, Inc.**

✓ C / a

**Karen Clark Keller, President/Secretary**

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### PLAN OF MERGER

Merger between KELLER WEB, INC. (the "Surviving Corporation"), a Florida corporation and KELLER WEB, INC., a New Jersey corporation (the "New Jersey Corporation") [collectively the "Constituent Corporations"]. This Merger is being effected under this Plan of Merger ("Plan") in accordance with Florida Statute 607.1101 of the Florida Business Corporation Act (the "Act").

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

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of the New Jersey Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchange for equal shares of Surviving Corporation. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding share of Surviving Corporation's stock.

3. Satisfaction of Rights of New Jersey Corporation's Shareholders. All shares of Surviving Corporation's stock into which shares of New Jersey Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of the converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of New Jersey Corporation shall cease, and Surviving Corporation shall be fully vested in New Jersey Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective date Surviving Corporation 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 Corporation or New Jersey Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all property conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record the title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Effective Date. Upon execution of Articles of Merger, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in the Articles and shall become an exhibit to the Articles of Merger. Thereafter, the Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Department of State. In accordance with Section 607.1105(1)(b) of the Act, the

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Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles as specified herein.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations that 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 Section 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), 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.

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