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(Requestor's Name)

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☐ PICK-UP

☐ WAIT

☐ MAIL

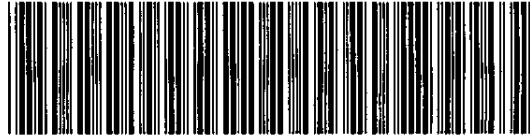
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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Merge

09/16/15--01019--001 **68.75

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

2015 SEP 14 PM 5:00

FILED

SEP 16 2015
A RAMSEY

ADAMS AND REESE LLP



John ("Johnny") F. Lyle, III
johnny.lyle@arlaw.com

RECEIVED AUG 20 2015

August 18, 2015

Florida Department of State
Division of Corporations
New Filing Section
Attn.: Ms. Mel Solomon
P. O. Box 6327
Tallahassee, FL 32314

Re: Cyber Ninjas

Dear Mel:

As we previously discussed, I represent Cyber Ninjas. Currently, there is an LLC formed in Florida owned by my clients named Cyber Ninjas LLC.

The CPA for Cyber Ninjas attempted to convert Cyber Ninjas LLC to a corporation named Cyber Ninjas, Inc. by filing several documents, including a Certificate of Conversion. As part of that process, the CPA obtained a new employer identification number from the IRS, and Cyber Ninjas began filing payroll tax returns under that new employer identification number.

The filing was defective, and expired after rejection by the Department of State. Because the corporation was never formed, since last December, any work done under the new employer identification number has been done on behalf of a corporation which was not formed. That means that from December 30, 2014 to date, "Cyber Ninjas, Inc." has actually been a general partnership.

To cure the problem, I have enclosed three sets of documents and instruments relating to: (1) formation of Cyber Ninjas, Inc., (2) conversion of the general partnership Cyber Ninjas into the corporation Cyber Ninjas, Inc., and (3) the merger of Cyber Ninjas LLC into Cyber Ninjas, Inc. You kindly indicated you would file the documents to be filed with the New Filing Section, and deliver the other documents to the appropriate compliance officer with the Florida Department of State.

Ms. Mel Solomon
August 18, 2015
Page 2

Formation of Cyber Ninjas, Inc.

In connection with the formation of Cyber Ninjas, Inc., please find attached the following:

- Consent of Cyber Ninjas, LLC to use of name Cyber Ninjas, Inc.
- Articles of Incorporation
- Acknowledgment By Registered Agent
- Check payable to Florida Department of State in the amount of \$78.75

Please file the Articles of Incorporation and Acknowledgment By Registered Agent and return a certified copy to my attention.

Conversion of general partnership Cyber Ninjas into Cyber Ninjas, Inc.

In connection with the conversion of the general partnership Cyber Ninjas into Cyber Ninjas, Inc., please find attached the following:

- Certificate of Conversion
- Check payable to Florida Department of State in the amount of \$113.75

Please file the Articles of Conversion and return a certified copy to my attention.

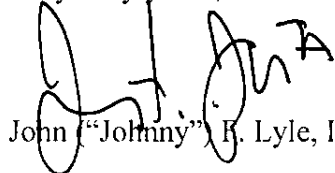
Merger of Cyber Ninjas, LLC into Cyber Ninjas, Inc.

- Articles of Merger
- Check payable to Florida Department of State in the amount of \$68.75

Please file the Articles of merger and return a certified copy to my attention.

Thank you for all of your help. If you have any questions, please do not hesitate to call me at 251-650-0857.

Very truly yours,



John ("Johnny") R. Lyle, III

**STATE OF FLORIDA
ARTICLES OF MERGER OF A
LIMITED LIABILITY COMPANY
INTO A CORPORATION**

FILED
2015 SEP 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 and Section 605.1025 of the Florida Business Corporation Act and the Florida Revised Limited Liability Company Act, the undersigned corporation and limited liability company executed the following Articles of Merger:

FIRST: The Agreement and Plan of Merger attached to these Articles of Merger as Exhibit "A", and incorporated herein by reference, has been approved as of August 19, 2015 by Cyber Ninjas, Inc., a Florida corporation (the "Surviving Corporation"), in accordance with the applicable provisions of the Florida Business Corporation Act.

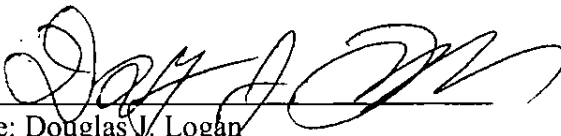
SECOND: The Agreement and Plan of Merger has been approved as of August 19, 2015 by Cyber Ninjas, LLC (the "Merging LLC"), in accordance with the applicable provisions of the Florida Revised Limited Liability Company Act.

THIRD: The Agreement and Plan of Merger was adopted by the members of the Surviving LLC and the shareholders of the Merged Corporation on August 19, 2015.

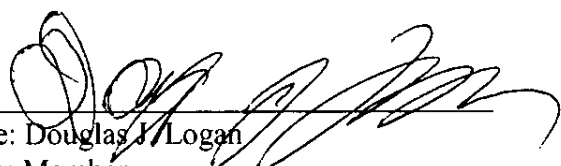
FOURTH: The merger is to become effective upon filing with the Florida Department of State.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging LLC have caused this Articles of Merger to be signed by an authorized person, the 19th day of August, 2015.

CYBER NINJAS, INC.

By: 
Name: Douglas J. Logan
As its: President

CYBER NINJAS, LLC

By: 
Name: Douglas J. Logan
As its: Member

AGREEMENT AND PLAN OF MERGER
OF
CYBER NINJAS LLC
a Florida limited liability company
AND
CYBER NINJAS, INC.
a Florida corporation

THIS AGREEMENT AND PLAN OF MERGER is entered into as of August 19, 2015 (the "Effective Date") by and between:

CNL: Cyber Ninjas, LLC, a Florida corporation ("CNL"); and

CNI: Cyber Ninjas, Inc., a Florida corporation ("CNI");

and approved by resolutions adopted by CNL's and CNI's respective member, shareholder and director, effective as of the date set forth herein.

WHEREAS CNI is a corporation of the State of Florida with its registered office therein located at 242 W Washington Blvd, #160, Sarasota, FL 34236.

WHEREAS one hundred percent (100%) of the stock of CNI is owned by Douglas J. Logan and Meghan M. Logan.

WHEREAS CNL is a limited liability company of the State of Florida with its registered office therein located at 242 W Washington Blvd, #160, Sarasota, FL 34236.

WHEREAS one hundred percent (100%) of the membership interests of CNL are owned by Douglas J. Logan and Meghan M. Logan.

WHEREAS the law of the State of Florida permits a merger of a domestic corporation of the State of Florida and a domestic limited liability company of the State of Florida with the corporation surviving.

WHEREAS CNL and CNI and their respective members, shareholders and director deem it advisable and to the advantage, welfare, and best interests of said limited liability company and corporation and their respective members and shareholders to merge CNL with and into CNI pursuant to the provisions of the Florida Revised Limited Liability Company Act and the Florida Business Corporation Act as applicable (jointly, the "Law") upon the terms and conditions hereinafter set forth.

WHEREAS, upon the effectiveness of the merger, CNI shall be the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by CNL, and approved by a resolution adopted by its members, and being thereunto duly entered into by CNI, and approved by a resolution adopted by its shareholders and director, the Agreement and Plan of Merger and the

terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan of Merger set forth.

1. **Merger; Surviving Corporation.** Subject to the terms and conditions of this Agreement, on the Effective Date CNL and CNI shall, pursuant to the provisions of the Law, be merged with and into a single corporation, to wit, Cyber Ninjas, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation pursuant to the provisions of the Law. The separate existence of Cyber Ninjas, LLC, which is sometimes hereinafter referred to as the "Merged Limited Liability Company", shall cease at said effective time in accordance with the provisions of the Law.

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, which are filed of record with the Florida Department of State are in full force and effect, shall continue to be the Articles of Incorporation of said Surviving Corporation, with the continued nature of business and/or purposes set forth therein.

3. **Bylaws.** The present Bylaws of the Surviving Corporation, which is on file in the principal office of the Corporation, is in full force and effect, will be the Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. **Shareholders.** The shareholders of the Surviving Corporation on the Effective Date, Douglas J. Logan, shall continue to own 9,900 shares of stock in the Corporation, and Meghan M. Logan shall continue to own 100 shares of stock in the Corporation.

5. **Tax Free Reorganization.** The Surviving Corporation and the Merged Limited Liability Company intend for the merger to be a tax-free reorganization as provided under the provisions of Section 368 of the Internal Revenue Code of 1986.

6. **S Election.** The Surviving Corporation and the Merged Limited Liability Company are taxed as S corporations for federal and state income tax purposes, and the Surviving Corporation shall continue to be taxed as an S corporation.

7. **Stock.** The manner of converting the membership interests into shares of the capital stock of the Surviving Corporation of the Surviving Corporation shall be as follows: Douglas J. Logan, shall continue to own 9,900 shares of stock in the Corporation, and Meghan M. Logan shall continue to own 100 shares of stock in the Corporation.

8. **Filings.** The constituent entities agree that they will cause to be executed, filed and recorded any document or documents prescribed by the laws of the State of Florida, and they will cause to be performed all necessary acts within the State of Florida to effectuate the merger herein provided for.

9. **Further Assurances.** The officers of the Surviving Corporation and the members of the Merged Limited Liability Company are hereby authorized, empowered, and directed to do

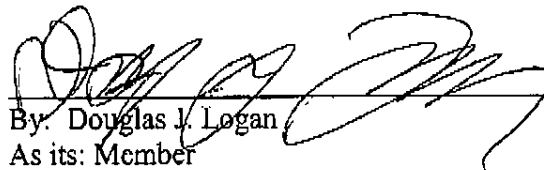
any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

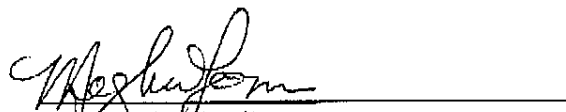
10. **Effective Time.** The effective time of the merger shall be 11:59 p.m., August __, 2015 or such later date and time as may be set forth in the necessary filings with the Florida Department of State.

11. **Counterparts.** This Agreement and Plan of Merger may be executed in any number of counterparts with the same effect as if the parties had all executed the same document. Each counterpart shall be deemed an original and all of such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed by the Merged Limited Liability Company and the Surviving Corporation.

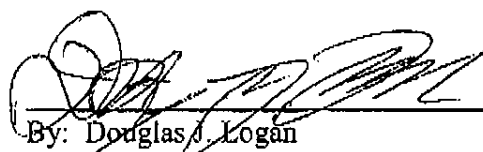
CYBER NINJAS, LLC,
a Florida limited liability company


By: Douglas J. Logan
As its: Member


By: Meghan M. Logan
As its: Member

[Signature Page of CNI to the Agreement and Plan of Merger]

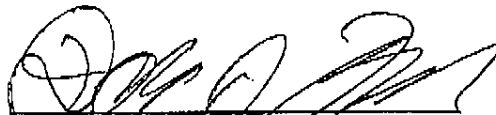
CYBER NINJAS , INC.,
a Florida corporation


By: Douglas J. Logan
As its: President

**CERTIFICATE OF MEMBER OF
CYBER NINJAS, LLC**

I hereby certify that I am a member of CYBER NINJAS, LLC presently serving in such capacity and that the foregoing Agreement and Plan of Merger was, in the manner required by law, duly approved, in accordance with the authorizing resolutions, by the required vote of the members of CYBER NINJAS, LLC

Certificate dated as of the 19 day of August, 2015

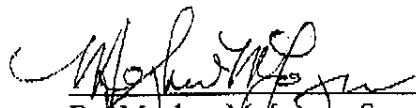


By: Douglas J. Logan, Member

**CERTIFICATE OF THE SECRETARY OF
CYBER NINJAS , INC.**

I hereby certify that I am the duly appointed Secretary of CYBER NINJAS , INC. presently serving in such capacity and that the foregoing Agreement and Plan of Merger was, in the manner required by law, duly approved, in accordance with the authorizing resolutions, by the required vote of the shareholders of CYBER NINJAS , INC.

Certificate dated as of the 19 day of August, 2015


By Meghan M. Logan, Secretary