

P16000005922

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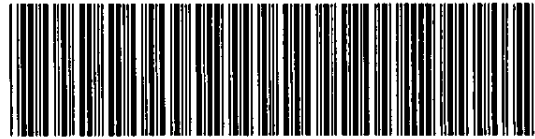
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 JAN 31 AM 10:24

FILED

Merger

FEB - 2 2017

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Great Smoky Mountains Commission Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Glenn Kolk

Contact Person

Firm/Company

520 Brickell Key Dr #1606

Address

Miami, FL 33131

City/State and Zip Code

glennkolk@gmail.com

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

For further information concerning this matter, please call:

Glenn Kolk

Name of Contact Person

At (305) 772-2491

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

Articles of Merger
of
Great Smoky Mountains Commission Corporation
(A Profit Corporation)

FILED
2017 JAN 31 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in compliance with the Florida Business Corporations Act, pursuant to section 607.1105, Florida Statutes.

First. The name and state of jurisdiction of the surviving corporation shall be *Great Smoky Mountains Commission Corporation*, a profit corporation existing under the laws of the State of Florida, with its Document Number being P16000005922.

Second. The name of the merging corporation is *Great Smoky Mountains Commission Corporation*, a profit corporation existing under the laws of the State of Nevada, with its Nevada Entity Number being E0042722014-6 and its Nevada Business Identity Number being NV20141057185.

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.

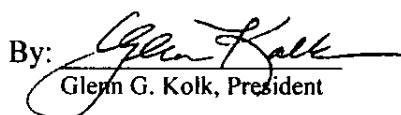
Fifth. The surviving corporation, to wit: the Florida *Great Smoky Mountains Commission Corporation* adopted the Plan of Merger by the action of its Board of Directors and Incorporator taken on January 19, 2016, by unanimous written consent.

Sixth. The merging corporation, to wit: the Nevada *Great Smoky Mountains Commission Corporation* adopted the Plan of Merger by the action of its sole shareholder, *ComCor Owner, LLC*, a Florida limited liability company, taken by written consent on December 31, 2015.

*Great Smoky Mountains
Commission Corporation*
A Florida Profit Corporation

*Great Smoky Mountains
Commission Corporation*
A Nevada Profit Corporation

By: 
Glenn G. Kolk, President

By: 
Glenn G. Kolk, President

Plan of Merger

The following Plan of Merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of the State of Nevada.

First. The name and state of jurisdiction of the surviving corporation shall be *Great Smoky Mountains Commission Corporation*, a profit corporation existing under the laws of the State of Florida.

Second. The name of the merging corporation is *Great Smoky Mountains Commission Corporation*, a profit corporation existing under the laws of the State of Nevada.

Third. The terms and conditions of the merger are:

(A) The recently-incorporated Florida *Great Smoky Mountains Commission Corporation* shall assume the obligations and rights of the Nevada *Great Smoky Mountains Commission Corporation* including but not limited to the existing Internal Revenue Service qualification of the Nevada *Great Smoky Mountains Commission Corporation* as an "Interest Charge – Domestic International Sales Corporation," 26 USC 991 *et al.*

(B) *ComCor Owner LLC*, a Florida limited liability company ("ComCor Owner"), is the sole shareholder of the Nevada *Great Smoky Mountains Commission Corporation*. At the time of the making of the IC-DISC election by the Nevada *Great Smoky Mountains Commission Corporation*, its sole shareholder, ComCor Owner consented to the IC-DISC election by that Nevada corporation. By the merger of the Nevada and the Florida corporations, with the Florida corporation being the surviving corporation, ComCor Owner shall become the sole shareholder of the Florida *Great Smoky Mountains Commission Corporation*. By giving its shareholder consent to this Plan of Merger and by receiving pursuant to this Plan of Merger all of the capital stock of the Florida *Great Smoky Mountains Commission Corporation* that sole shareholder ComCor Owner is consenting to the IC-DISC status and treatment of the Florida *Great Smoky Mountains Commission Corporation* as successor to the Nevada corporation.

(C) The Florida *Great Smoky Mountains Commission Corporation* has not applied for a Federal Tax Identification Number (EIN). As a consequence of being the surviving corporation in this merger the Florida *Great Smoky Mountains Commission Corporation* shall assume the EIN of the Nevada *Great Smoky Mountains Commission Corporation*.

(D) As of the date of this merger, and applying the definitions found at 26 USC §993, the Nevada *Great Smoky Mountains Commission Corporation* has had no income in the form of "qualified export receipts" or otherwise, and holds no "qualified export assets" or other assets.

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:

(A) The newly-formed Florida *Great Smoky Mountains Commission Corporation* has not issued any of its capital stock. As a result of the merger the surviving Florida *Great Smoky Mountains Commission Corporation* shall issue all of its capital stock consisting of 5,000 shares of common stock with a one-dollar par value to ComCor Owner, the sole shareholder of the Nevada *Great Smoky Mountains Commission Corporation*. As a result of this Plan of Merger the existing 5,000 outstanding shares of the capital stock of the Nevada *Great Smoky Mountains Commission Corporation* (5,000 shares of common stock with a one-dollar par value) shall be extinguished.

(B) The 5,000 shares of one-dollar par value common stock of the Nevada *Great Smoky Mountains Commission Corporation* issued to its shareholder ComCor Owner are fully-paid and non-assessable. The new issuance as part of this Plan of Merger of the 5,000 shares of one-dollar par value common stock of the Florida *Great Smoky Mountains Commission Corporation* is issued in consideration of the extinguishment of the capital stock of the Nevada *Great Smoky Mountains Commission Corporation*. In consequence all of the newly-issued capital stock of the Florida *Great Smoky Mountains Commission Corporation* is deemed to be fully-paid and non-assessable.

Consent of ComCor Owner, LLC

ComCor Owner, LLC, a Florida limited liability corporation, and the resulting sole shareholder of *Great Smoky Mountains Commission Corporation*, a Florida corporation, does hereby give its consent to the merger of the corporations identified above, and to the adoption of IC-DISC qualified status by the Florida *Great Smoky Mountains Commission Corporation* pursuant to the terms of the foregoing Plan of Merger.

ComCor Owner, LLC

By: 
Glenn G. Kolk, Manager

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:

(A) The newly-formed Florida *Great Smoky Mountains Commission Corporation* has not issued any of its capital stock. As a result of the merger the surviving Florida *Great Smoky Mountains Commission Corporation* shall issue all of its capital stock consisting of 2,500 shares of common stock with a one-dollar par value to ComCor Owner, the sole shareholder of the Nevada *Great Smoky Mountains Commission Corporation*. As a result of this Plan of Merger the existing 2,500 outstanding shares of the capital stock of the Nevada *Great Smoky Mountains Commission Corporation* (2,500 shares of common stock with a one-dollar par value) shall be extinguished.

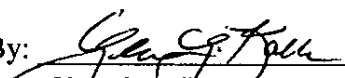
(B) The 2,500 shares of one-dollar par value common stock of the Nevada *Great Smoky Mountains Commission Corporation* issued to its shareholder ComCor Owner are fully-paid and non-assessable. The new issuance as part of this Plan of Merger of the 2,500 shares of one-dollar par value common stock of the Florida *Great Smoky Mountains Commission Corporation* is issued in consideration of the extinguishment of the capital stock of the Nevada *Great Smoky Mountains Commission Corporation*. In consequence all of the newly-issued capital stock of the Florida *Great Smoky Mountains Commission Corporation* is deemed to be fully-paid and non-assessable.

Consent of ComCor Owner, LLC

ComCor Owner, LLC, a Florida limited liability corporation, and the resulting sole shareholder of *Great Smoky Mountains Commission Corporation*, a Florida corporation, does hereby give its consent to the merger of the corporations identified above, and to the adoption of IC-DISC qualified status by the Florida *Great Smoky Mountains Commission Corporation* pursuant to the terms of the foregoing Plan of Merger.

ComCor Owner, LLC

By:


Glenn G. Kolk, Manager