

P170000016016

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2017 MAR 13 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger/CC

MAR 16 2017

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EMPARADIGM 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:

ERIC JEROME

Contact Person

EMPARADIGM CORPORATION

Firm/Company

5339 RIVER ROCK RD

Address

LAKELAND, FL 33809

City/State and Zip Code

ERIC.JEROME@EMPOWERPARADIGM.COM

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

For further information concerning this matter, please call:

ERIC JEROME

Name of Contact Person

At (303) 870-9292

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

(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)
EMPARADIGM CORPORATION	FLORIDA	P170000016016

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PARADIGM CORPORATION	COLORADO	

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 MARCH 6, 2017.

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 MARCH 6, 2017.

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

EMPARADIGM CORPORATION

[illegible]

ERIC JEROME - PRESIDENT

PARADIGM CORPORATION

[Signature]

ERIC JEROME - PRESIDENT

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:

Name

Jurisdiction

EMPARADIGM CORPORAITON

FLORIDA

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

Name

Jurisdiction

PARADIGM CORPORATION

COLORADO

Third: The terms and conditions of the merger are as follows:

Paradigm Corporation, a Colorado corporation, will have all of its assets, liabilities, intellectual property, and all other tangible and intangible property whatsoever transferred to Emparadigm Corporation, a Florida corporation. Once the merger has been approved by the Florida Secretary of State and all final Colorado tax returns and other documentation have been filed, articles of dissolution for Paradigm Corporation will be filed with the Colorado Secretary of State, whereupon the merger will be complete.

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:

(Attach additional sheets if necessary)

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:

There being only one class of stock for each corporation, all shares of stock in Paradigm Corporation will be replaced with shares of stock in Emparadigm Corporation on a one for one basis. There will be no sale or exchange of stock shares in Paradigm Corporation for anything other than stock shares in Emparadigm Corporation.