

P17000051084

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

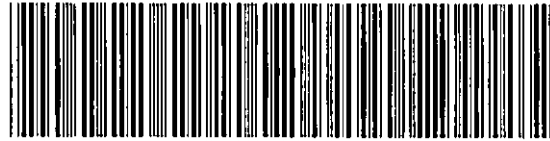
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500301543195

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2017 JUL 21 A 10:20

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2017 JUL 21 PM 1:39

RECEIVED

JUL 24 2017  
T. LEMIEUX

Murphy

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 735896 7343757

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 21, 2017

ORDER TIME : 12:34 PM

ORDER NO. : 735896-005

CUSTOMER NO: 7343757

ARTICLES OF MERGER

CARBON BY DESIGN, INC.

INTO

CARBON BY DESIGN CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: \_\_\_\_\_

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Carbon By Design 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:

Ross Baron  
Contact Person

HEICO Corporation  
Firm/Company

825 Brickell Bay Drive, Suite 1644, Tower III  
Address

Miami, Florida 33131  
City/State and Zip Code

RBARON@heico.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ross Baron At ( 954 ) 744-7599  
Name of Contact Person 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

FILED

## ARTICLES OF MERGER

(Profit Corporations)

2017 JUL 21 A 10:20

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CARBON BY DESIGN CORPORATION	Florida	P17000051084

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CARBON BY DESIGN, INC.	California	C2560958

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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
7/15/17 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 7/15/17.

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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

CARBON BY DESIGN CORPORATION

CARBON BY DESIGN INC.

Carlos L. Macan, Jr., Treasurer

Carlos L. Macan, Jr., Treasurer

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CARBON BY DESIGN CORPORATION</u>	<u>Florida</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CARBON BY DESIGN, INC.</u>	<u>California</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Parent owns 100% of the shares of subsidiary and, following the merger, the separate existence of subsidiary shall cease. Each share of subsidiary issued and outstanding prior to the effective date shall be surrendered.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Carbon By Design 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:

Ross Baron  
Contact Person

HEICO Corporation  
Firm/Company

825 Brickell Bay Drive, Suite 1644, Tower III  
Address

Miami, Florida 33131  
City/State and Zip Code

RBARON@heico.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ross Baron At ( 954 ) 744-7599  
Name of Contact Person 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