

P17000070922

(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



300303306303

05/13/17--01035--014 **70.00

S TALLENT

SEP 14 2017

Merger

FILED

17 SEP 13 PM 3:39



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 1, 2017

BRADEN K. BALL, JR., ESQUIRE
LITVAK BEASLEY WILSON & BALL, LLP
226 EAST GOVERNMENT STREET
PENSACOLA, FL 32502

SUBJECT: KAOS AERO MARINE, INC.
Ref. Number: P17000070922

We have received your document for KAOS AERO MARINE, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$70.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 417A00018158

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KAOS AERO MARINE, INC.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Braden K. Ball, Jr., Esquire

Contact Person

Litvak Beasley Wilson & Ball, LLP

Firm/Company

226 East Government Street

Address

Pensacola, FL 32502

City/State and Zip Code

braden@lawpensacola.com

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

For further information concerning this matter, please call:

Braden K. Ball, Jr.

Name of Contact Person

At (850) 432-9818

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

RECEIVED
17 AUG 30 AM 11:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

Name

Jurisdiction

Document Number
(If known/ applicable)

KAOS AERO MARINE, INC.

Florida

P17000070922

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Document Number
(If known/ applicable)

KAOS AERO MARINE, INC.

Texas

9967229346

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 09 01 2017 (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 8-29-17

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 8-29-17

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)

FILED

17 SEP 13 PM 3:39

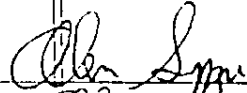
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

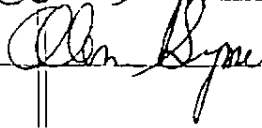
Typed or Printed Name of Individual & Title

KAOS AERO MARINE, INC.



Alan Syme, President

KAOS AERO MARINE, INC.



Alan Syme, President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, effective the 1st day of September, 2017, between KAOS AERO MARINE, INC., a Florida corporation, hereinafter referred to as the "Surviving Corporation," and KAOS AERO MARINE, INC., a Texas corporation, hereinafter referred to as the "Absorbed Corporation."

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 152 Rainbow Drive #5246, Livingston, Texas 77399; and

WHEREAS, Absorbed Corporation is a corporation organized and existing under the laws of the State of Texas with its principal office at 152 Rainbow Drive #5246, Livingston, Texas 77399; and

WHEREAS, Absorbed Corporation has a capitalization of One Hundred Thousand (100,000) authorized shares of common stock of which 1000 shares are issued and outstanding; and

WHEREAS, the directors and officers of the Surviving Corporation deem it desirable and in the best business interest of the Corporation and its Shareholders that the Absorbed Corporation be merged into Surviving Corporation pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Texas Business Corporation Act;

WHEREAS, the board of directors of the Absorbed Corporation deems it desirable and in the best business interests of the corporation and its shareholders that the Absorbed Corporation be merged into Surviving Corporation pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Texas Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Absorbed Corporation.** The exact name and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
KAOS AERO MARINE, INC.	Texas

2. **Surviving Corporation.** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
KAOS AERO MARINE, INC.	Florida

3. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

4. **Conversion of Shares of Absorbed Corporation.** The manner and basis of converting the shares of the Absorbed Corporation into shares, rights, obligations, and other securities of the Surviving Corporation is as follows:

(i) Each share of the common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one share of common stock of the Surviving Corporation which Common Stock shall then be issued and outstanding.

(ii) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of the share certificates, the Surviving Corporation shall issue shares in the manner that the Surviving Corporation shall require.

(iii) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to distributions payable on Common Stock of the Surviving Corporation until said Common Stock have been issued. Then, each such Shareholder shall be entitled to receive any distributions to Shareholders of the Surviving Corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shares of stock in the Surviving Corporation.

5. **Approval by Shareholders of Surviving Corporation.** This Agreement and Plan of Merger shall be submitted for the approval of the Shareholders of the undersigned Corporation in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before September 1, 2017, or at such other time as to which the managers of the company may

agree.

6. Approval by Shareholders of Absorbed Corporation. This Agreement and Plan of Merger shall be submitted for the approval of the directors and shareholders of the Absorbed Corporation in the manner provided by the applicable laws of the State Texas at meetings to be held on or before September 1, 2017, or at such other time as to which the boards of directors of the corporations may agree.

7. Effective Date of Merger. The effective date of this merger shall be September 1, 2017.

8. Execution of Agreement. This Agreement and Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

[SIGNATURE PAGE TO FOLLOW]

Executed on behalf of the parties by their officers pursuant to the authorization of their respective boards of directors and managers on the date first above written.

KAOS AERO MARINE, INC., a Texas Corporation

By: _____

Alan Syme, its President

KAOS AERO MARINE, INC.

By: _____

Alan Syme, its President