

P17000084308

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

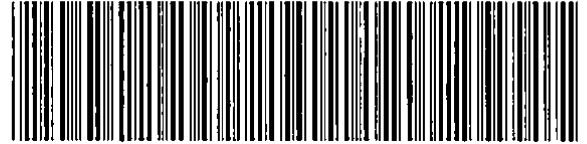
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

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2019 JUL 19 AM 10:54

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2019 JUL 19 PM 3:21

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C GOLDEN

JUL 22 2019

CG

**Incorporating Services, Ltd.**

1540 Glenway Drive  
Tallahassee, FL 32301  
850.656.7956  
Fax: 850.656.7953  
www.Incserv.com  
e-mail: accounting@incserv.com

**ORDER FORM**

**TO** Florida Department of State  
Division of Corporations, Clifton  
Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Stops  
mstops@incserv.com  
850.656.7953

**REQUEST DATE** 7/19/2019

**PRIORITY** Routine

**OUR REF # (Order ID#)** 758597

**ORDER ENTITY**

SWABBIES TECH, INCORPORATED

**PLEASE PERFORM THE FOLLOWING SERVICES:**

**SWABBIES TECH, INCORPORATED ( FL)**

File the attached merger document

**NOTES:**

\$70.00 Authorized

**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



2019 JUL 19 PM 3:18  
JUL 19 2019  
JUL 19 2019

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

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2019 JUL 19 AM 10:5

**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)
SWABBIES TECH, INC.	DELAWARE	7517735

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SWABBIES TECH, INCORPORATED	FLORIDA	P17000084308

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 July 17, 2019.

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 July 17, 2019.

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

SWABBIES TECH, INC.

*Conrad A. Hall*

Carman Cook-Campbell, President

SWABBIES TECH, INCORPORATED

*George C. K. [Signature]*

L. Carnan Cook-Campbell, President

**AGREEMENT AND PLAN OF MERGER**  
**SWABBIES TECH, INCORPORATED**  
**WITH AND INTO**  
**SWABBIES TECH, INC.**

This Agreement and Plan of Merger (the "Plan of Merger") is entered into as of July 17, 2019 by and between Swabbies Tech, Inc., a Delaware corporation (the "Surviving Corporation"), and Swabbies Tech, Incorporated, a Florida corporation (the "Disappearing Corporation"). This Plan of Merger is adopted pursuant to Sections 1101 through 1107 of the Florida Business Corporation Act and Sections 251 and 252 of the Delaware General Corporation Law.

1. Merger. Subject to the terms of this Plan of Merger, at the Effective Time (as defined below), Swabbies Tech, Incorporated will merge with and into Swabbies Tech, Inc. (the "Merger"). After the Merger, Swabbies Tech, Inc. will be the surviving corporation.
2. Effective Time. The Merger will become effective as of 12:01 a.m. Pacific Time on July 19, 2019 (the "Effective Time").
3. Name of Surviving Corporation. The name of the Surviving Corporation will be: "Swabbies Tech, Inc."
4. Certificate of Incorporation and Bylaws. The Certificate of Incorporation and Bylaws of the Surviving Corporation, immediately prior to the Effective Time of the Merger, shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation after the Effective Time.
5. Directors and Officers. The Directors and Officers of the Surviving Corporation immediately prior to the Effective Time will continue to be the Directors and Officers of the Surviving Corporation after the Effective Time.
6. Effect of the Merger. At the Effective Time, by virtue of the Merger, (i) the Disappearing Corporation will merge into the Surviving Corporation and the separate existence of the Disappearing Corporation will cease; (ii) title to all real estate and other property owned by the Disappearing Corporation will be vested in the Surviving Corporation without reversion or impairment; and (iii) the Surviving Corporation will assume all liabilities of the Disappearing Corporation.
7. Conversion of Shares. At the Effective Time, by virtue of the Merger each shareholder of the Disappearing Corporation shall receive one (1) validly issued, fully paid and non-assessable share of Common Stock of the Surviving Corporation in exchange for each share of Disappearing Corporation Common Stock held by such shareholder immediately prior to the Effective Time.
8. Cancellation of Stock. Immediately prior to the Effective Time, the Surviving Corporation's single share of common stock outstanding and held by Carman Cook-Campbell shall be automatically cancelled and redeemed without the payment of any consideration.

Campbell shall be automatically cancelled and redeemed without the payment of any consideration.

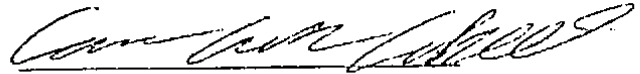
9. Binding Effect. This Agreement is binding upon and inures to the benefit of the parties and their respective successors and assigns.
10. Section Headings. The section headings included in this Agreement are for reference and convenience only and are not a substantive part of this Agreement.
11. Counterparts. This Agreement may be executed in one or more counterparts. Each of these counterparts shall be deemed an original, and all counterparts taken together constitute one and the same document.
12. Governing Law. The parties agree that this Agreement shall be governed by the laws of the United States of America and of the State of Delaware.

*[Signature Page Follows]*

This Plan of Merger is executed and effective as of July 17, 2019.

**SURVIVING CORPORATION:**

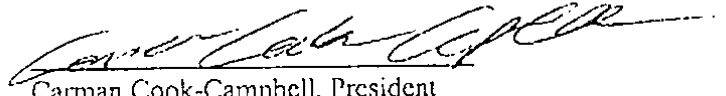
SWABBIES TECH, INC.

A handwritten signature in dark ink, appearing to read "Carman Cook-Campbell", written over a horizontal line.

Carman Cook-Campbell, President

**DISAPPEARING CORPORATION:**

SWABBIES TECH, INCORPORATED

A handwritten signature in dark ink, appearing to read "Carman Cook-Campbell", written over a horizontal line.

Carman Cook-Campbell, President