

P180000 79634

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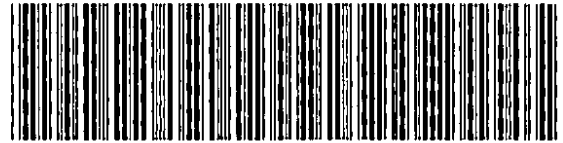
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

MAR 14 2019

S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ICT GLOBAL, 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:

Jeffrey A. Herzog, Esq.

Contact Person

LAW OFFICES OF JEFFREY A. HERZOG, P.A.

Firm/Company

3106 Alternate US 19

Address

Palm Harbor, Florida 34683

City/State and Zip Code

mark.fondl@ictglobal.com

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

For further information concerning this matter, please call:

Jeffrey A. Herzog, Esq.

Name of Contact Person

At (727) 789-4000

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)
ICT GLOBAL, INC.	Florida	P18000079634

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ICT GLOBAL, INC.	Florida	P18000079634
ICT, INC.	New Hampshire	

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 2/25/19.

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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 2/25/19 and shareholder approval was not required.

(Attach additional sheets if necessary)

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19 MAR -6 PM 6:25
TALLAHASSEE FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

ICT GLOBAL, INC.

Mark Smith
Wilcox Co

Mark Bondl, President.

ICT GLOBAL, INC.

Mark Farrell

Walter Hunter, Vice President & Secretary

ICT, INC.

Mark Fondl, President

(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;

<u>Name</u>	<u>Jurisdiction</u>
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ICT GLOBAL, INC. Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

ICT GLOBAL, INC. Florida

ICT, INC. _____ New Hampshire _____

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

attached

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:

attached

(Attach additional sheets if necessary)

ICT, Inc.

Action of Sole Director and Shareholders by Unanimous
Written Consent

February 25, 2019

The undersigned, being the sole Director and Shareholders of ICT, Inc., a New Hampshire corporation (the "Corporation") entitled to vote on the action, hereby consents, pursuant to the New Hampshire Business Corporation Act, to the adoption of the following confirmatory votes:

VOTED: That the Director of the Corporation hereby determines that the merger of the Corporation with ICT Global, Inc. a Florida corporation ("ICT Global"), upon the terms set forth in the Agreement and Plan of Merger, submitted to the Board, substantially in the form attached hereto as Exhibit A (the "Plan"), is in the best interests of the Corporation and is recommended as acceptable to the Corporation Shareholders.

VOTED: That the Plan and its form and contents, to be entered into between the Corporation and ICT Global, and hereby is, approved by the Shareholders.

VOTED: That the Corporation be, and hereby is, authorized to execute, deliver and perform under the Plan and all such other certificates or documents as may be necessary or desirable to effectuate the merger.

VOTED: That the Corporation be, and hereby is, authorized to execute and file with the New Hampshire Secretary of State the Articles of Merger Between Domestic and Foreign Corporations, substantially in the form attached hereto as Exhibit B, and such other certificates or documents as may be necessary or desirable to effectuate the merger.

VOTED: That upon the Effective Date, as defined in the Plan, the Corporation be, and hereby is, authorized to:

(1) Cancel on the books and records of the Corporation Stock Certificate #4 for 497,500 shares of Common Stock, \$1.00 Par Value of the Corporation, held by Mark Fondl, and mark such certificate CANCELLED, a copy of which is attached hereto as Exhibit C;

(2) Cancel on the books and records of the Corporation Stock Certificate #5 for 502,000 shares of Common Stock, \$1.00 Par Value of the Corporation, held by Integrated Control Technologies, GmbH, and mark such certificate CANCELLED, a copy of which is attached hereto as Exhibit D;

VOTED: That in connection with the merger of the Corporation and ICT Global, the Corporation be, and hereby is, authorized to execute and file with the Secretary of the Commonwealth of Massachusetts the Foreign Certificate of Withdrawal, substantially in the form attached hereto as Exhibit E, and such other certificates or documents as may be necessary or desirable to effectuate the merger.

VOTED: That the Corporation be, and hereby is, authorized to update the stock ledger and books and records of the Corporation pursuant to the foregoing votes.

VOTED: That Mark Fondl, President of the Corporation, is hereby authorized to execute on behalf of the Corporation any document or agreement necessary to effectuate the foregoing votes.

VOTED: That the officers of the Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing votes.

VOTED: That the officers are, and each of them acting singly is, authorized, from time to time, in the name and on behalf of the Corporation to take or cause to be taken all such action(s) as he or they, as the case may be, deem necessary, appropriate or advisable to effect the foregoing votes, as may be shown by the officer's or officers' execution or performance which shall be conclusive evidence that the same is authorized by the directors of this Corporation.

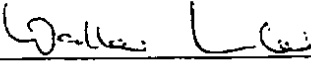
VOTED: That the officers are, and each of them acting singly is, authorized, from time to time, in the name and on behalf of the Corporation, under its corporate seal, if desired, attested by an appropriate officer, if desired, to execute, make oath to, acknowledge, deliver and file any and all of the agreements, instruments, certificates and documents referred to or related to the foregoing votes.

VOTED: That the officers are, and each of them acting singly is, authorized, from time to time and on behalf of this Corporation, under its corporate seal, if desired, to execute, acknowledge and deliver any and all agreements, instruments, certificates and documents referred to or related to the foregoing votes, with such changes as the officer or officers so acting may deem necessary or desirable, and the signature of such officer or officers to be conclusive evidence that the same is authorized by the directors and shareholders of this Corporation.

[SIGNATURE PAGE FOLLOWS]


The undersigned direct that this Consent shall be effective as of the date first set forth above. The undersigned further direct that this Consent shall be filed in the minute book of the Corporation with the minutes of the meetings of the shareholders and directors. This written consent may be executed in one or more counterparts.

DIRECTOR

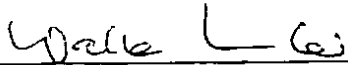


Walter Immler

SHAREHOLDER



Mark Fondl



Walter Immler, Managing Director
ConneXTec GmbH
(f/k/a Integrated Control Technologies,
GmbH)

ConneXTec GmbH

Action of Sole Director and Shareholders by Unanimous
Written Consent

February 25, 2019

The undersigned, being a Managing Director and authorized representative of ConneXTec GmbH, f/k/a Integrated Controls Technologies, GmbH (the "Company") entitled to vote on the action, hereby consents, to the adoption of the following confirmatory votes:

VOTED: That the Managing Director of the Company hereby determines that the merger of ICT, Inc. ("ICT"), a New Hampshire corporation, with ICT Global, Inc. a Florida corporation ("ICT Global"), upon the terms set forth in the Agreement and Plan of Merger, submitted to the Managing Director, substantially in the form attached hereto as Exhibit A (the "Plan"), is in the best interests of the Company.

VOTED: That Walter Immler, as Managing Director of the Company, is hereby authorized to execute a certain Action of Sole Director and Shareholders by Unanimous Written Consent of ICT, Inc., substantially in the form attached hereto as Exhibit B, on behalf of the Company in its capacity as Shareholder of ICT.

VOTED: That the Managing Director be authorized, from time to time, in the name and on behalf of this Company, to take or cause to be taken all such action(s) as he may deem necessary, appropriate or advisable to effect the foregoing votes, as may be shown by the Managing Director's execution or performance which shall be conclusive evidence that the same is authorized by the Managing Director of this Company.


VOTED: That the Managing Director be authorized, from time to time, in the name and on behalf of this Company, if desired, attested by an appropriate member, if desired, to execute, make oath to, acknowledge, deliver and file any and all of the agreements, instruments, certificates and documents referred to or related to the foregoing votes.

VOTED: That Managing Director be authorized, from time to time and on behalf of this Company, if desired, to execute, acknowledge and deliver any and all agreements, instruments, certificates and documents referred to or related to the foregoing votes, with such changes as the Managing Director so acting may deem necessary or desirable, and the signature of such Managing Director be conclusive evidence that the same is authorized by the Managing Director of this Company.

[SIGNATURE PAGE FOLLOWS]

The undersigned direct that this Consent shall be effective as of the date first set forth above. The undersigned further direct that this Consent shall be filed in the minute book of the Corporation with the minutes of the meetings of the shareholders and directors. This written consent may be executed in one or more counterparts.

MANAGING DIRECTOR



Walter Immler, Managing Director
ConneXTec GmbH
(f/k/a Integrated Control Technologies,
GmbH)

F
FPC

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Foreign Certificate of Withdrawal (General Laws Chapter 156D, Section 15.20; 950 CMR 113.51)

(1) Exact name of corporation: ICI, Inc.

(2) Jurisdiction of incorporation: New Hampshire

(3) Date of incorporation: January 16, 1997
(month, day, year)

(4) The corporation is not transacting business in the commonwealth.

(5) The corporation surrenders its authority to transact business in the commonwealth.

(6) The corporation revokes the authority of its registered agent to accept service on its behalf.

(7) The Secretary of the Commonwealth is hereby appointed as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in the commonwealth.

(8) The corporation's mailing address to which the Division may mail a copy of any process served on it:

1218 S. Pointe Alexis Drive, Tarpon Springs, Florida 34689
(number, street, city or town, state, zip code)

(9) The corporation shall notify the Division in the future of any changes to the above mailing address by filing a certificate of amendment.

(10) The corporation hereby certifies that all taxes known to the corporation to be due the commonwealth have been paid or provided for.

(11) This certificate is effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date of filing is specified: _____

Signed by: Mark F. Galvin
(signature of authorized individual)

- ☐ Chairman of the board of directors.
☒ President.
☐ Other officer.
☐ Court-appointed fiduciary.

on this 15 day of February, 2019.

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Foreign Certificate of Withdrawal
(General Laws Chapter 156D, Section 15.20; 950 CMR 113.51)

I hereby certify that upon examination of this foreign certificate withdrawal, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said certificate and the filing fee in the amount of \$ _____
having been paid, said certificate is deemed to have been filed with me this _____ day of _____, 20____, at _____ a.m./p.m.
time

Effective date: _____
(must be within 90 days of date submitted)

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: \$100

Examiner

S.A.R.

TO BE FILLED IN BY CORPORATION
Contact Information:

Finneran & Nicholson, P.C. _____

30 Green Street _____

Newburyport, MA 01950 _____

Telephone: 978-462-1514 _____

Email: cases@finnic.com _____

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor.
If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

State of New Hampshire

Filing fee: \$35.00
Use black print or type.

Form 17
RSA 293-A:11.05

ARTICLES OF MERGER OF DOMESTIC OR DOMESTIC AND FOREIGN CORPORATIONS

ICT Global, Inc.
(surviving corporation)

PURSUANT TO THE PROVISIONS of the New Hampshire Business Corporation Act, the undersigned domestic corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

FIRST: The plan of merger was approved by each of the undersigned corporations in the manner prescribed by the New Hampshire Business Corporation Act. **THE PLAN OF MERGER IS ATTACHED** (Note 1).

Name of Corporation: ICT, Inc.

State of Incorporation: New Hampshire

(Check one) A. ☐ Shareholder approval **was not** required.

B. ☒ Shareholder approval **was** required. (Note 2)

Name of Corporation: ICT Global, Inc.

State of Incorporation: Florida

(Check one) A. ☐ Shareholder approval **was not** required.

B. ☒ Shareholder approval **was** required. (Note 2)

Foreign Corporation Only (please check):

C. ☒ The laws of the state under which the foreign corporation was organized permit such a merger and the foreign corporation has complied with the laws of that state in effecting the merger.

SECOND: The number of votes cast for the plan by each voting group was sufficient for approval by each voting group. (Note 2)

THIRD: The aggregate number of shares which the surviving corporation has authority to issue as a result of the merger is:

Share Type	No. of Authorized Shares	Par Value	Comments
Common Stock	999,500	\$1.00	

ARTICLES OF MERGER OF DOMESTIC OR
DOMESTIC AND FOREIGN CORPORATIONS

Form 17
(Cont.)

ICT, Inc. (Note 3)
(Corporate Name)

Mark Fondi (Note 4)
(Signature)

Mark Fondi
(Print or type name)

President (Note 4)
(Title)
Date signed: 2/12/2019

.....

ICT Global, Inc. (Note 3)
(Corporate Name)

Mark Fondi (Note 4)
(Signature)

Mark Fondi
(Print or type name)

President (Note 4)
(Title)
Date signed: 2/12/2019

- Notes: 1. The Plan of Merger must be submitted with this form.
2. See RSA 293-A:1.40 for definition of voting group.
3. Exact corporate names of respective corporations executing the Articles.
4. Signature and title of person signing for the corporation. Must be signed by chairman of the board of directors, president or other officer; or see RSA 293-A:1.20(f) for alternative signatures.

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee and **DATED AND SIGNED ORIGINAL (INCLUDING PLAN OF MERGER)** to:
Mailing Address - Corporation Division, NH Dept. of State, 107 N Main St, Rm 204, Concord, NH 03301-4989
Physical Location - State House Annex, 3rd Floor, Rm 317, 25 Capitol St, Concord, NH