

Meyer



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Jean Swanson
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November 6, 2018

VIA 2-DAY OVERNIGHT COURIER

Florida Department of State
Amendment Section
Division of Corporations
ATTN: Susan Tallent, Regulatory Specialist II
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles and Certificate of Merger
Martin Creative Management, Inc. (FL #P18000084742)
Our File No.: 11704-1

Dear Ms. Tallent:

In follow up to your letter dated October 31, 2018 (copy enclosed), enclosed for filing please find a revised Articles and Certificate of Merger by and between Martin Creative Management, Inc., a Florida corporation ("Martin-FL"), and Martin Creative Management, Inc., a Minnesota corporation ("Martin-MN"), whereby Martin-FL will be the surviving entity. You have retained our check in the amount of \$78.75 to cover the filing and certified fees.

I would appreciate your immediately contacting me at the number shown above, or jswanson@mmblawfirm.com, if you have any questions. Thank you.

Very truly yours,

MONROE MOXNESS BERG PA

A handwritten signature in black ink, appearing to read "Jean Swanson", written over a horizontal line.

Jean Swanson
Paralegal

Enclosures
4831-4818-9050, v. 1



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Jean Swanson
jswanson@mmblawfirm.com
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October 18, 2018

VIA 2-DAY OVERNIGHT COURIER

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles and Certificate of Merger
Martin Creative Management, Inc. (FL #P18000084742)
Our File No.: 11704-1

Dear Sir or Madam:

Enclosed for filing please find Articles and Certificate of Merger by and between Martin Creative Management, Inc., a Florida corporation ("Martin-FL"), and Martin Creative Management, Inc., a Minnesota corporation ("Martin-MN"), whereby Martin-FL will be the surviving entity. Also enclosed is a check in the amount of \$78.75 to cover the filing and certified fees.

I would appreciate your immediately contacting me at the number shown above, or jswanson@mmblawfirm.com, if you have any questions. Thank you.

Very truly yours,

MONROE MOXNESS BERG PA

Jean Swanson
Paralegal

Enclosures
4820-7044-0313, v. 1



NOV 05 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 31, 2018

JEAN SWANSON
MONROE MOXNESS BERG PA
7760 FRANCE AVE. S., SUITE 700
MINNEAPOLIS, MN 55435

SUBJECT: MARTIN CREATIVE MANAGEMENT, INC.
Ref. Number: P18000084742

We have received your document and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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: 618A00022446

RECEIVED

2018 NOV -8 AM 10:45

SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Martin Creative Management, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Jean Swanson

Contact Person

Monroe Moxness Berg PA

Firm/Company

7760 France Ave. S., Suite 700

Address

Minneapolis, MN 55435

City, State and Zip Code

rolliemartin0604@outlook.com

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


For further information concerning this matter, please call:

Jean Swanson

at (952) 885-4391

Name of Contact Person

Area Code and Daytime Telephone Number

 Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES AND CERTIFICATE OF MERGER
of
MARTIN CREATIVE MANAGEMENT, INC.
(a Minnesota corporation)
with and into
MARTIN CREATIVE MANAGEMENT, INC.
(a Florida corporation)

FILED
18 NOV - 8 PM 3: 36
CLERK OF DISTRICT COURT
JANUARY 11, 2019

Pursuant to Minnesota Statutes, Chapter 302A and Florida Statutes, Chapter 607, **Martin Creative Management, Inc.**, a Minnesota corporation ("MCMI-MN"), and **Martin Creative Management, Inc.**, a Florida corporation ("MCMI-FL"), hereby certify as follows:

ARTICLE 1
Constituent Organizations

Merging Party: **Martin Creative Management, Inc.**, a Minnesota corporation.

Surviving Party: **Martin Creative Management, Inc.**, a Florida corporation. p18000084742

ARTICLE 2
Plan of Merger

The plan of merger is as set forth in the Agreement and Plan of Merger ("Plan of Merger"), a copy of which is attached hereto as Exhibit A.

ARTICLE 3
Approval of Plan of Merger

The Plan of Merger has been approved, adopted, executed and acknowledged by MCMI-MN in accordance with the provisions of Minnesota Statutes, Chapter 302A. The Plan of Merger has been approved, adopted, executed and acknowledged by MCMI-FL in accordance with the provisions of Florida Statutes, Chapter 607. The Board of Directors and shareholders of MCMI-MN, as well as the Board of Directors and shareholders of MCMI-FL, each approved and adopted the Plan of Merger on October 8, 2018.

ARTICLE 4
Effective Date of Merger

The merger shall be effective upon the filing of these Articles and Certificate of Merger with the Florida Department of State.

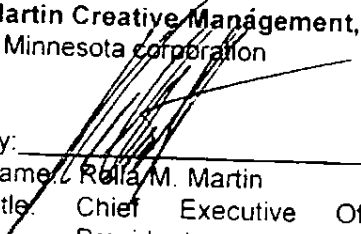
ARTICLE 5
Articles of Organization

The Articles of Incorporation of MCMI- FL, the surviving party, shall be the Articles of the surviving party following the merger.

IN WITNESS WHEREOF, the parties have executed these Articles and Certificate of Merger effective as of October 12, 2018.

MERGED PARTY:

Martin Creative Management, Inc.,
a Minnesota corporation

By: 
Name: Rolla M. Martin
Title: Chief Executive Officer and President

SURVIVING PARTY:

Martin Creative Management, Inc.,
a Florida corporation

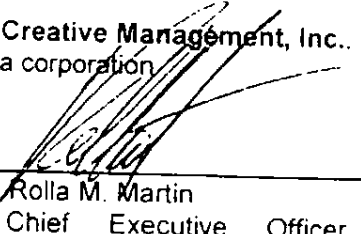
By: 
Name: Rolla M. Martin
Title: Chief Executive Officer and President

EXHIBIT A
Form of Agreement and Plan of Merger

4843-9445-4389, v. 3

**AGREEMENT AND PLAN OF MERGER
BETWEEN
MARTIN CREATIVE MANAGEMENT, INC.**
(a Florida corporation)
and
MARTIN CREATIVE MANAGEMENT, INC.
(a Minnesota corporation)

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of October 12, 2018, by and between **Martin Creative Management, Inc.**, a Florida corporation ("MCMI-FL ") and **Martin Creative Management, Inc.**, a Minnesota corporation ("MCMI-MN ").

WHEREAS, MCMI-FL was formed in Florida on October 12, 2018, and has issued and outstanding shares of common stock (the "FL Shares");

WHEREAS, MCMI-MN was formed in Minnesota on January 23, 1995, and has issued and outstanding shares of common stock (the "MN Shares"); and

WHEREAS, the respective Shareholders of MCMI-FL and MCMI-MN wish to merge MCMI-MN with and into MCMI-FL pursuant to the terms hereof (the "Merger"), and the voting Shareholders of MCMI-FL and MCMI-MN have, by written action duly taken, adopted, approved the Merger and this Agreement in accordance with the applicable provisions of the Minnesota Business Corporation Act, Chapter 302A, and the Florida Business Corporation Act, Chapter 607.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree as follows:

1. **Merger.** MCMI-MN shall merge into MCMI-FL pursuant to the terms and conditions of this Agreement as of the Effective Date (as defined in Section 3 hereof), and the separate corporate existence of MCMI-MN shall cease and MCMI-FL shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation").
2. **Surviving Corporation.** MCMI-FL shall survive the Merger and shall continue to be governed by the laws of the State of Florida. The separate corporate existence of MCMI-MN shall cease upon the Effective Date, and MCMI-FL shall succeed to the property and assets of and exercise all of the powers and privileges of MCMI-MN and shall assume and be liable for all of the debts, liabilities and obligations of MCMI-FL from and after the Effective Date.
3. **Effective Date of the Merger.** The merger shall be effective upon the filing of these Articles and Certificate of Merger with the Florida Department of State (the "Effective Date").
4. **Articles of Incorporation and Bylaws of the Surviving Corporation.** The Articles of Incorporation and the Bylaws of MCMI-FL in effect immediately prior to the Effective Date shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation.
5. **Board of Directors and Officers of the Surviving Corporation.** The members of the Board of Directors and the officers of MCMI-FL immediately prior to the Effective Date shall be the members of the Board of Directors and officers of the Surviving Corporation; each of such

individuals to hold office, subject to the applicable provisions of the Bylaws of the Surviving Corporation, until the expiration of the term for which such member of the Board of Directors or officer was elected and until his or her successor is elected and has qualified or as otherwise provided in the Bylaws of the Surviving Corporation.

6. **Shares; Stock Certificates.** On the Effective Date, the MCMI-FL shares of common stock and the stock certificates representing such shares shall be cancelled and extinguished, and the MCMI-MN shares of common stock and the stock certificates representing such shares which are issued and outstanding immediately prior to the Effective Date shall be converted into an equal number of shares of common stock of the Surviving Corporation, resulting in the ownership of the Surviving Corporation to exactly reflect the ownership of MCMI-MN immediately prior to the Effective Date.

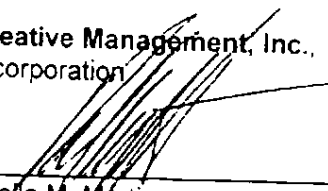
7. **Miscellaneous Provisions.**

- (a) **Governing Law.** This Agreement shall be governed by the laws of the State of Florida, except to the extent Minnesota law is applicable to MCMI-MN as a result of the Merger.
- (b) **Counterparts.** This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Agreement.
- (c) **Headings.** The article and section headings contained in this Agreement are solely for the purpose of reference, and are not part of the agreement of the parties and shall not affect in any way the meaning or interpretation of this Agreement.
- (d) **Entire Agreement.** This Agreement, including the documents and instruments referred to herein, embody the entire agreement and understanding of the parties hereto in respect of the subject matter contained herein. There are no restrictions, promises, representations, warranties, covenants or undertakings, other than those expressly set forth or referred to herein. This Agreement supersedes all prior agreements and understandings between the parties with respect to such subject matter.

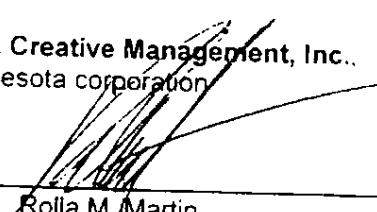
[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by the respective duly authorized officers on the date first above written.

Martin Creative Management, Inc.,
a Florida corporation

By: 
Name: Rolla M. Martin
Title: Chief Executive Officer and President

Martin Creative Management, Inc.,
a Minnesota corporation

By: 
Name: Rolla M. Martin
Title: Chief Executive Officer and President