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CONDOR ONE MANAGEMENT, INC.

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THANK YOU!



# ARTICLES OF MERGER OF

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# CONDOR ONE MANAGEMENT, INC., a Nevada corporation

TALLAHASSEE, FLORIDA

### WITH AND INTO

# CONDOR ONE MANAGEMENT, INC., a Florida corporation

Pursuant to the provisions of Chapter 607, Florida Business Corporation Act and Chapter 92A, Nevada Statutes, CONDOR ONE MANAGEMENT, INC., a Nevada corporation, and CONDOR ONE MANAGEMENT, INC., a Florida corporation, hereby file these Articles of Merger providing as follows:

- Plan of Merger. Attached hereto as Exhibit A is a copy of the Plan of Merger (the "Plan of Merger"), dated effective as of November 31, 2018, by and between CONDOR ONE MANAGEMENT, INC., a Nevada corporation (the "Disappearing Entity"), and CONDOR ONE MANAGEMENT, INC., a Florida corporation (the "Surviving Entity"), setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.
- Effective Time. The merger of the Disappearing Entity with and into the 2. Surviving Entity in accordance with the Plan of Merger is to become effective as of November €7, 2018 (the "Effective Time").
- Adoption of Plan of Merger. The Plan of Merger was approved and adopted by the sole shareholder and the sole member of the Board of Directors of the Disappearing Entity by written consent effective as of November  $\Im$ , 2018, and approved and adopted by the sole shareholder and the sole member of the Board of Directors of the Surviving Entity by written consent effective as of November 2, 2018. The Plan of Merger has been approved in accordance with the applicable provisions of Chapter 607, Florida Business Corporation Act, and Chapter 92A, Nevada Statutes.
- The Articles of Organization of the Surviving Entity in effect immediately before the Effective Time shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of November 27, 2018.

DISAPPEARING ENTITY:

SURVIVING ENTITY:

CONDOR ONE MANAGEMENT, INC., a Nevada corporation

CONDOR ONE MANAGEMENT, INC., a Florida corporation

By: Thomas A. Domencich. President By: Thomas A. Domencich. President Thomas A. Domencich. President

# EXHIBIT A

# PLAN OF MERGER

See attached.

# PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") dated effective as of November 1, 2018 (the "Effective Date"), is by and between CONDOR ONE MANAGEMENT, INC., a Nevada corporation, and CONDOR ONE MANAGEMENT, INC., a Florida corporation.

## BACKGROUND

WHEREAS, the sole shareholder of the Disappearing Entity and the sole shareholder of the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

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

### PLAN OF MERGER

- 1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with Chapter 607, Florida Business Corporation Act, and Chapter 92A, Nevada Statutes, at the Effective Time (as defined below), CONDOR ONE MANAGEMENT, INC., a Nevada corporation (the "Disappearing Entity"), shall be merged with and into (the "Merger") CONDOR ONE MANAGEMENT, INC., a Florida corporation (the "Surviving Entity"). As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are referred to collectively as the "Constituent Entities".
- 2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger (the "Effective Time").
- 3. The Articles of Incorporation of the Surviving Entity in effect at the Effective Time of the Merger shall be the Articles of Incorporation of the Surviving Entity after the Effective Time.
- 4. At the Effective Time, by virtue of the Merger and without any action on the part of the shareholders, officers, or directors of the Constituent Entities, the stock of the Disappearing Entity immediately prior to the Effective Time shall be converted as follows:

Because the sole shareholder of the Disappearing Entity is also the sole shareholder of the Surviving Entity, the stock of the Disappearing Entity immediately prior to the Effective Time will be automatically cancelled and the Surviving Entity will not issue shares on the consummation of the Merger contemplated by this Agreement.

5. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises, and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

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6. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.
7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.
[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the day and year first above written.

DISAPPEARING ENTITY:

CÓNDOR ONE MANAGEMENT, INC., a Nevada corporation

Thomas A. Domencich, President

SURVIVING ENTITY:

CONDOR ONE MANAGEMENT, INC., a Florida corporation

Thomas A. Domencich President