

P19000000136

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2019 FEB -1 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 11 2019
C. MCNAIR

COVER LETTER

2018 FEB - 1 PM 4:45
RECEIVED
TALLAHASSEE, FL 32314

TO: Amendment Section
Division of Corporations

SUBJECT: U'GO Pros Partners 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:

Mark W Watson

Contact Person

U'GO Pros Partners Inc.

Firm/Company

863 Emerson Dr NE

Address

Palm Bay, FL 32910

City/State and Zip Code

m.watson@ugopros.com

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

For further information concerning this matter, please call:

Jason Morgan Parrett

Name of Contact Person

At (216) 972-2869

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)

2019 FEB - 1 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
U'GO Pros Partners Inc.	Florida	P19000000136

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
U'GO Pros Inc.	Ohio	F18000004998

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 1/1/2019.

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 1/1/2019.

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

U'GO Pros Inc.

Paul White

Mark W Watson

U'GO Pros Inc.

Jason Morgan Parrett

U'GO Pros Partners Inc.

John White

Mark W Watson

U'GO Pros Partners Inc.

Jason Morgan Parrett

PLAN OF MERGER

(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:

Name

Jurisdiction

U'GO Pros Partners Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

U'GO Pros Inc.

Ohio

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

Whereas, both Parties desire to effect a merger, to be a reorganization within the meaning of IRC §368(a)(1)(A), through the exchange of U'GO Pros Inc. (the Merging Company) equity for shares in U'GO Pros Partners Inc. (the Surviving Company) on the terms set forth in this Agreement.

Both Parties intend U'GO Pros Inc. to be merged with and into U'GO Pros Partners Inc. The separate existence of U'GO Pros Inc. will cease and U'GO Pros Partners Inc., as the acquiring entity, will survive as U'GO Pros Partners Inc. (the "Surviving Corporation").

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:

(Attach additional sheets if necessary)