

90000 25661

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

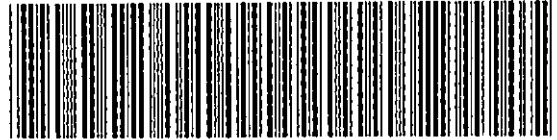
Certificates of Status _____

Special Instructions to Filing Officer:

Needs AR

Walk In \$105.00

Office Use Only



500326958555

S TALLENT
APR 03 2019

19 APR 27 14:14:47

Merger



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 1, 2019

CT CORP
MAIN EVENT HOLDING, INC

*Corrected. Please use original
file date if possible.*

Thank you

SUBJECT: MAIN EVENT ENTERTAINMENT, INC.
Ref. Number: P19000025661

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

You failed to make the correction(s) requested in our previous letter.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing. *MAIN EVENT HOLDINGS, INC is a DE corp*

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: 319A00006381

19 APR -2 AM 11:36

Goff, Tina

From: Michael Jones <1
Sent: Thursday, March 28, 2019 5:23 PM
To: CLS-Reps-Florida
Subject: RE: [EXTERNAL] RE: Documents for Filing
Attachments: FI rejection-merger.pdf

Tina

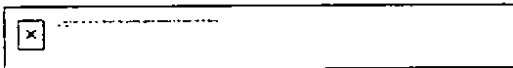
On order 11566760 SO the state has made a mistake...the hold indicates (as does the rejection letter) that "Main Event Holdings, Inc." is not in good standing. They're right...the Florida entity by that name (NOT a party to this merger) isn't in good standing as they've been revoked.

The entity that's merging is a Delaware entity that happens to have the same name.

Please point this out to the state...and have them file the merger.

Thank you,

Michael Jones



Confidentiality Notice: This email and its attachments (if any) contain confidential information of the sender. The information is intended only for the use by the direct addressees of the original sender of this email. If you are not an intended recipient of the original sender (or responsible for delivering the message to such person), you are hereby notified that any review, disclosure, copying, distribution or the taking of any action in reliance of the contents of and attachments to this email is strictly prohibited. If you have received this email in error, please immediately notify the sender at the address shown herein and permanently delete any copies of this email (digital or paper) in your possession.



ref:_00D00hg2v._5001GdnluP:ref



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 28, 2019

CT CORP
MAIN EVENT HOLDINGS, INC

SUBJECT: MAIN EVENT ENTERTAINMENT, INC.
Ref. Number: P19000025661

13:11:31

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

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

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: 619A00006154

3(29)19

Please see attached note. Please let me know what information you need or how I can help to facilitate this filing. Jennifer 656-4724

PS Please charge account the money needed
www.sunbiz.org

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 3/27/2019

Acc#I20160000072

en: c SW

Name:	MAIN EVENT HOLDINGS, INC
Document #:	
Order #:	11566760

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
	<input type="checkbox"/>			
Apostille/Notarial Certification:	<input type="checkbox"/>		Country of Destination:	
			Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
	Plain: <input checked="" type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ UP TO 95.00

\$105.00

19 MAR 27 2019

Thank you!

ARTICLES OF MERGER
of
MAIN EVENT HOLDINGS, INC., a Delaware corporation
and
M.E.E.P. MANAGEMENT, LLC, a Texas limited liability company **M13000001567**
into
MAIN EVENT ENTERTAINMENT, INC., a Florida corporation **P19000025661**

Pursuant to Section 607.1109 of the Florida Business Corporation Act (the "Act"), **MAIN EVENT HOLDINGS, INC.**, a Delaware corporation and **M.E.E.P. MANAGEMENT, LLC**, a Texas limited liability company (the "Merging Entities"), adopt the following Articles of Merger merging the Merging Entities into **MAIN EVENT ENTERTAINMENT, INC.**, a Florida corporation incorporated on the 27th day of March, 2019 (the "Surviving Entity" and, together with the Merging Entities, the "Entities"), (the "Merger");

1. The Plan of Merger relating to the Merger (the "Plan of Merger") was approved by the shareholder and boards of directors of the Surviving Entity and adopted in accordance with Section 607 of the Act. The Plan of Merger is attached hereto as Exhibit A.

2. The Plan of Merger was approved by each of the Merging Entities that is a party to the Merger in accordance with the applicable laws of the state under which the Merging Entities are each formed.

3. The effective date of the Merger shall be the date of filing with the Florida Secretary of State.

4. Following the Merger, the name of the Surviving Entity shall remain as **MAIN EVENT ENTERTAINMENT, INC.** The jurisdiction of formation of the Surviving Entity is the State of Florida. The type of entity of the Surviving Entity is a corporation.

(Signature page follows)

FILED
19 MAR 27 AM 7:43
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
STATE OF FLORIDA

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of the date first written above.

MAIN EVENT HOLDINGS, INC.

By: Darin E Harper
Name: Darin Harper
Title: Vice President

M.E.E.P. MANAGEMENT, LLC

By: Darin E Harper
Name: Darin Harper
Title: Vice President

MAIN EVENT ENTERTAINMENT, INC.

By: Darin E Harper
Name: Darin Harper
Title: Vice President

(Signature Page to the Articles of Merger)

PLAN OF MERGER

This Plan of Merger (the "Plan of Merger") is made and entered into as of this 27th day of March, 2019, by and between Main Event Holdings, Inc., a Delaware corporation and M.E.E.P. Management, LLC, a Texas limited liability company (the "Merging Entities"), and Main Event Entertainment, Inc., a Florida corporation (the "Surviving Entity") and together with the Merging Entities, the "Entities").

RECITALS

WHEREAS, the shareholders and boards of directors, as well as the member and managers of the Merging Entities and the Surviving Entity have determined that it is advisable and in the best interests of the Merging Entities and the Surviving Entity that the Merging Entities be merged with and into the Surviving Entity (the "Merger"), upon the terms and subject to the conditions set forth below and in accordance with the applicable provisions of the state under which each of the Entities is organized and incorporated.

NOW, THEREFORE, the Entities hereby approve and adopt this Plan of Merger pursuant to Section 607.1109 of the Florida Business Corporation Act (the "Act"), Chapter 10 of the Texas Business Organizations Code and Section 252 of the Delaware General Corporation Law, and upon the terms and subject to the conditions herein.

1. **Merger.** In accordance with the provisions of this Plan of Merger, the Act and the laws of the State of Florida, at the Effective Time (as defined below), the Merging Entities will be merged into the Surviving Entity and the separate existence of the Merging Entities will cease. The Surviving Entity shall be the surviving entity in the Merger. The Merger shall become effective upon filing the Articles of Merger and Plan of Merger with the Secretary of State of the State of Florida (the "Effective Time").

2. **Governing Documents.** The Articles of Incorporation and Bylaws of the Surviving Entity shall constitute the Articles of Incorporation and the Bylaws of the Surviving Entity until thereafter amended in accordance with the provisions thereof and of applicable law.

3. **Officers and Managers.** The persons who are officers and directors of the Surviving Entity immediately prior to the Effective Time shall continue to be officers and directors of the Surviving Entity.

4. **Manner of Conversion.** Upon the Effective Time the ownership interests of the Surviving Entity shall be changed by operation of law and the ownership interests of the Merging Entities shall be cancelled. The Merger shall have the effects set forth in the Act and in accordance with the laws of the State of Florida. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of the Merging Entities and the Surviving Entity shall vest in Surviving Entity, and all debts, liabilities and duties of the Merging Entities and the Surviving Entity shall become the debts, liabilities and duties of the Surviving Entity.

5. **Further Assurances.** If at any time the Surviving Entity shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in the Surviving Entity the title to any property or rights of the Merging Entities or to otherwise carry out the provisions hereof, the proper officers and directors of the Merging Entities, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the Surviving Entity and to otherwise carry out the provisions hereof.

6. **Abandonment or Amendment.** At any time prior to the filing of the Articles of Merger, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

7. **Governing Law.** This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.


8. **Headings.** The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan of Merger.

9. **Counterparts.** This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Counterparts or counterpart signature pages containing facsimile transmitted signatures, or scanned and emailed signatures, shall be binding as if original signatures delivered in person.

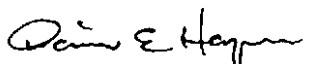
(Signature page follows)

IN WITNESS WHEREOF, the undersigned parties have executed this Plan of Merger and caused the same to be duly delivered on their behalf on the day and year first written above.

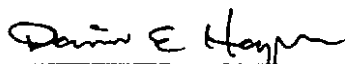
MAIN EVENT HOLDINGS, INC.

By: 
Name: Darin Harper
Title: Vice President

M.E.E.P. MANAGEMENT, LLC

By: 
Name: Darin Harper
Title: Vice President

MAIN EVENT ENTERTAINMENT, INC.

By: 
Name: Darin Harper
Title: Vice President

(Signature Page to the Plan of Merger)