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(Requestor's Name)

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(City/State/Zip/Phone #)

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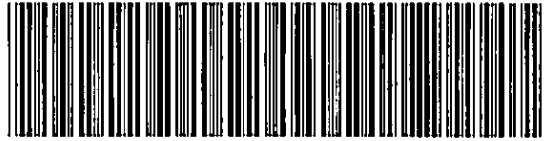
(Business Entity Name)

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S. YOUNG



GEORGE MANTZIDIS, ESQ.  
MEMBER OF THE FLORIDA BAR

JURIS DOCTORATE, LAW  
5150 TAMiami TRAIL N. STE. 503  
NAPLES, FLORIDA 34103  
(239) 438-4609 (OFFICE)  
(239) 254-0202 (FAX)  
GFORGE@GMANLAW.COM

October 16, 2019

**VIA US MAIL ONLY TO:**

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

***Re: Articles of Merger – Technicom, Inc.***

To Whom it May Concern:

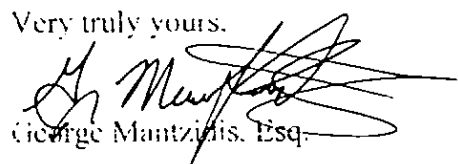
Enclosed, please find the following for immediate processing and filing:

1. Check in the amount of \$78.5, made out to the Department of State;
2. Original Articles of Merger, including Plan of Merger and Associated Resolutions; and
3. Copy of Articles of Merger, including Plan of Merger and Associated Resolutions for return of Certified Copy.

Please let me know if you might have any questions whatsoever or might need any additional information in order to complete the enclosed filing. Please feel free to contact me at your convenience at 239-431-0656 (Cell) 239-438-4609 (direct office line) or 239-254-0202 (fax).

Thank you for your kind attention to this matter.

Very truly yours,

  
George Mantzidis, Esq.

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** TECHNICOM, 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:

George Mantzidis, Esq.

\_\_\_\_\_  
Contact Person

George Mantzidis, Attorney at Law, PLLC

\_\_\_\_\_  
Firm/Company

5150 Tamiami Trail N., Ste. 503

\_\_\_\_\_  
Address

Naples, FL 34113

\_\_\_\_\_  
City/State and Zip Code

george@gmanlaw.com

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

For further information concerning this matter, please call:

George Mantzidis, Esq.

\_\_\_\_\_  
Name of Contact Person

At ( 239 ) 438-4609

\_\_\_\_\_  
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><br>(If known/ applicable) |
|-----------------|---------------------|--|
| TECHNICOM, INC. | FLORIDA             | P19000072291                                     |

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

| <u>Name</u>              | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|--------------------------|---------------------|--|
| TECHNICOM, INCORPORATED. | NORTH CAROLINA      | 0316061  |
|                          |                     |  |
|                          |                     |  |
|                          |                     |  |
|                          |                     |  |
|                          |                     |  |

**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 October 3<sup>rd</sup>, 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 October 3<sup>rd</sup>, 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

Technicom, Inc.

Michael W. Urban

MICHAEL W. TUCKER, Director

Technicom, Incorporated

Michael W. Dunn

MICHAEL W. TUCKER, Authorized Shareholder

## **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:

| <u>Name</u>     | <u>Jurisdiction</u> |
|-----------------|---------------------|
| TECHNICOM, INC. | FLORIDA             |
| _____           | _____               |

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

| <u>Name</u>             | <u>Jurisdiction</u> |
|-------------------------|---------------------|
| TECHNICOM, INCORPORATED | NORTH CAROLINA      |
| _____                   | _____               |
| _____                   | _____               |
| _____                   | _____               |
| _____                   | _____               |
| _____                   | _____               |

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

See enclosed "Plan of Merger Agreement"

**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)*

## **PLAN OF MERGER AGREEMENT**


The following Plan of Merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the surviving corporation is: TECHNICOM, INC., A FLORIDA CORPORATION.
2. The name of the merging corporation is: TECHNICOM, INCORPORATED, A NORTH CAROLINA CORPORATION.
3. The terms and conditions of the merger are as follows:
  - a. The Shareholders of TECHNICOM, INCORPORATED, A NORTH CAROLINA CORPORATION adopt a resolution approving this plan of merger.
  - b. The Shareholders of TECHNICOM, INC., A FLORIDA CORPORATION. adopt a resolution approving this plan of merger.
4. Articles of Merger must be executed by TECHNICOM, INCORPORATED, A NORTH CAROLINA CORPORATION, and by TECHNICOM, INC., A FLORIDA CORPORATION and filed with the Florida Department of State, Division of Corporations.
5. TECHNICOM, INCORPORATED, A NORTH CAROLINA CORPORATION shall merge into TECHNICOM, INC., A FLORIDA CORPORATION. and, reasonably thereafter, TECHNICOM, INCORPORATED, A NORTH CAROLINA CORPORATION, shall undertake any and all actions in order to cease to exist.
6. Title to all property, and assets, of whatever nature, tangible and intangible, owned by TECHNICOM, INCORPORATED, A NORTH CAROLINA CORPORATION is assigned to and shall vest in TECHNICOM, INC., A FLORIDA CORPORATION. without reversion or impairment.
7. TECHNICOM, INC., A FLORIDA CORPORATION shall become responsible for all liabilities of TECHNICOM, INCORPORATED, A NORTH CAROLINA CORPORATION
8. Any claim or action against TECHNICOM, INCORPORATED, A NORTH CAROLINA CORPORATION continues against TECHNICOM, INC., A FLORIDA CORPORATION.
9. Creditors of TECHNICOM, INCORPORATED, A NORTH CAROLINA CORPORATION shall become the creditors of TECHNICOM, INC., A FLORIDA CORPORATION.

10. A statement of any changes in the Articles of Incorporation of the surviving corporation, TECHNICOM, INC., A FLORIDA CORPORATION to be effected by the merger is as follows: NONE.
11. On the effective date of the merger, (1) all shares of Stock of TECHNICOM, INCORPORATED, A NORTH CAROLINA CORPORATION owned by TECHNICOM, INC., A FLORIDA CORPORATION shall be cancelled and all rights in respect thereof shall cease, and (2) treasury shares, and un-issued shares if any, owned by TECHNICOM, INCORPORATED, A NORTH CAROLINA CORPORATION, shall be cancelled on the effective date of the merger.
12. TECHNICOM, INC., A FLORIDA CORPORATION., shall maintain a bank account at a financial institution located in the State of Florida to account for any and all financial aspects of the Corporation.

AS TO TECHNICOM, INCORPORATED, A NORTH CAROLINA CORPORATION:

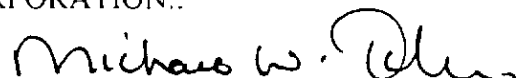
Date: 10/3/19

  
MICHAEL W. TUCKER, Sole Shareholder of  
TECHNICOM, INCORPORATED, A NORTH  
CAROLINA CORPORATION

MICHAEL W. TUCKER.  
Print Name

AS TO TECHNICOM, INC., A FLORIDA CORPORATION.:

Date: 10/3/19

  
MICHAEL W. TUCKER, Sole Director and  
Sole Shareholder

MICHAEL W. TUCKER.  
Print Name



**UNANIMOUS CONSENT OF BOARD OF DIRECTORS  
AND SHAREHOLDERS OF TECHNICOM, INC. (A FLORIDA CORPORATION)  
(APPROVING MERGER WITH TECHNICOM, INCORPORATED - A NORTH  
CAROLINA CORPORATION)**

The undersigned, being the sole Director and Shareholder of TECHNICOM, INC. (A FLORIDA CORPORATION, or "the Corporation") does hereby consent to the adoption of the following resolutions pursuant to the provisions of Chapter 607 of the Florida Statutes:

**RESOLVED,**

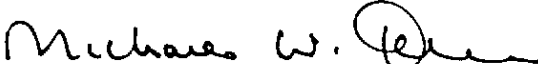
That the sole Director and Shareholder of TECHNICOM, INC. (A FLORIDA CORPORATION), approves of the enclosed and attached Articles of Merger (attached hereto as **Exhibit "A"**) with a North Carolina Corporation, TECHNICOM, INCORPORATED (A NORTH CAROLINA CORPORATION) pursuant to section 607.1105 of the Florida Statutes, when two or more for profit corporations merge; and be it further

**RESOLVED,**

The sole Director and Shareholder of the Corporation, MICHAEL W. TUCKER, of TECHNICOM, INC. (A FLORIDA CORPORATION), has determined that it is advisable, fair to and in the best interests of the Corporation and its sole Shareholder to effect a merger upon the terms and subject to the conditions set forth in the Plan of Merger Agreement pursuant to which TECHNICOM, INCORPORATED (A NORTH CAROLINA CORPORATION), will merge with and into TECHNICOM, INC. (A FLORIDA CORPORATION), and TECHNICOM, INC. (A FLORIDA CORPORATION), shall continue as the surviving corporation (the "Merger"), upon the terms and subject to the conditions of the Agreement and Plan of Merger by TECHNICOM, INCORPORATED (A North Carolina Corporation), and TECHNICOM, INC. (A FLORIDA CORPORATION), dated 10/3, 2019 (the "Plan of Merger Agreement") attached hereto as **Exhibit "B"**.

Execution of this Consent by the undersigned, being all of the Directors and Shareholders, pursuant to Section 607.0704 of the Act, waives any requirement of a formal meeting to conduct the business referred to herein.

NOW, THEREFORE, the undersigned has executed this consent as of the 3<sup>RD</sup> day of OCTOBER, 2019.

  
\_\_\_\_\_  
MICHAEL W. TUCKER, Sole Director and  
Sole Shareholder

**ACTIONS TAKEN BY WRITTEN CONSENT OF THE SOLE SHAREHOLDER OF  
TECHNICOM, INCORPORATED. (A NORTH CAROLINA CORPORATION),  
WITHOUT MEETING  
(APPROVING ALL PRIOR ACTS)  
&  
ACTIONS TAKEN BY WRITTEN CONSENT OF THE SOLE SHAREHOLDER OF  
TECHNICOM, INCORPORATED. (A NORTH CAROLINA CORPORATION),  
WITHOUT MEETING  
(APPROVING MERGER WITH FLORIDA CORPORATION, TECHNICOM, INC. (A  
FLORIDA CORPORATION)**

The undersigned, being the sole Shareholder of TECHNICOM, INCORPORATED. (A NORTH CAROLINA CORPORATION, hereinafter, the "Corporation") hereby certifies for the records of the Corporation, that the sole Shareholder consents to and adopts the following actions in lieu of a meeting:

**RESOLVED,**

That the actions of the sole Shareholder taken in connection with the organization and operation of the Corporation from the inception of the Corporation until the undersigned date are hereby, in all respects, ratified, confirmed and approved; and be it further

**RESOLVED,**

That unless otherwise specifically provided for by written instrument of the sole Shareholder, any and all contracts or other instruments are ratified and confirmed and binding upon the Corporation, whether or not a seal of the Corporation is affixed thereto; and be it further

**RESOLVED,**

That any and all acts of the sole Shareholder and of any person or persons designated and authorized to act on behalf of the Corporation are hereby ratified, confirmed and approved in all respects; and be it further

**RESOLVED,**

That the sole Shareholder and any person empowered by the sole Shareholder are hereby authorized, empowered and directed to take all such further actions and to execute, deliver, certify and file any and all such further instruments and documents, under the name of the Corporation, whether or not a seal of the Corporation is affixed thereto, and to conduct as requested or necessary any and all actions and transactions.

The undersigned, by signing this action taken in lieu of a meeting, evidence the ratification and adoption of the above-listed resolutions.

**RESOLVED,**

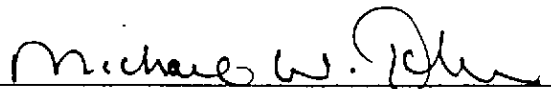
That the sole Shareholder of TECHNICOM, INCORPORATED. (A NORTH CAROLINA CORPORATION), approves of the enclosed and attached Articles of Merger (attached hereto as **Exhibit "A"**) with a Florida Corporation, TECHNICOM, INC. (A FLORIDA CORPORATION) pursuant to section 607.1105 of the Florida Statutes, when two or more for profit corporations merge; and be it further

**RESOLVED.**

That the sole Shareholder of the Corporation, TECHNICOM, INCORPORATED. (A NORTH CAROLINA CORPORATION), has determined that it is advisable, fair to and in the best interests of the Corporation and its sole Shareholder to effect a merger upon the terms and subject to the conditions set forth in the Merger Agreement pursuant to which TECHNICOM, INCORPORATED. (A NORTH CAROLINA CORPORATION), will merge with and into TECHNICOM, INC. (A FLORIDA CORPORATION), and TECHNICOM, INC. (A FLORIDA CORPORATION) shall continue as the surviving corporation (the "Merger"), upon the terms and subject to the conditions of the Agreement and Plan of Merger by TECHNICOM, INCORPORATED. (A NORTH CAROLINA CORPORATION), and TECHNICOM, INC. (A FLORIDA CORPORATION), dated 10/3, 2019 (the "Plan of Merger Agreement") attached hereto as **Exhibit "B"**.

The undersigned, by signing this action taken in lieu of a meeting, evidence the ratification and adoption of the above-listed resolutions.

Dated OCTOBER 3, 2019

  
MICHAEL W. TUCKER, Sole Shareholder of  
TECHNICOM, INCORPORATED. (A NORTH  
CAROLINA CORPORATION)