

2020-2 PM 3:21

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ID Marking, 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:

John Atwood

Contact Person

Sandberg Phoenix & von Gontard PC

Firm/Company

600 Washington Ave., 15th Floor

Address

St. Louis, Missouri 63101

City/State and Zip Code

jatwood@sandbergphoenix.com

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

For further information concerning this matter, please call:

Riley Atwood

Name of Contact Person

At (314)

425-8533

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)

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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) |
|------------------|---------------------|--|
| ID Marking, Inc. | Florida | P19000091668 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|------------------|---------------------|--|
| ID Marking, Inc. | Missouri | Charter No. 00410411 |
| | | |
| | | |
| | | |
| | | |

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 December 3, 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 December 3, 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

ID Marking, Inc.

Kulu

Karen Pascoe, Director and President

ID Marking, Inc.

Kendall

Karen Pascoe, Director and President

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> |
|------------------|---------------------|
| ID Marking, Inc. | Florida |
| _____ | _____ |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------|---------------------|
| ID Marking, Inc. | Missouri |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

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

Upon the January 1, 2020 (the "Effective Date"), the separate existence of ID Marking, Inc., (Missouri) shall cease, and ID Marking, Inc. (Florida), as the Surviving Corporation, shall: (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date; (ii) be subject to all actions previously taken by its and ID Marking, Inc.'s (Missouri) Boards of Directors; (iii) succeed, without other transfer, to all of the assets, rights, powers and property of ID Marking, Inc. (Missouri); (iv) continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date; and (v) succeed, without other transfer, to all of the debts, liabilities and obligations of ID Marking, Inc. (Missouri), in the same manner as if ID Marking, Inc. (Florida) had itself incurred them.

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)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
See Attachment A.

Attachment A to ID Marking, Inc. Articles of Merger

Fifth: ID Marking, Inc. (Missouri) Common Stock. Upon the Effective Date, each share of ID Marking, Inc. (Missouri) Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by the constituent corporation or the holder of such shares or any other person, be converted into and exchanged for one fully paid and nonassessable share of ID Marking, Inc. (Florida) Common Stock.

Sixth: ID Marking, Inc. (Florida) Common Stock. Upon the Effective Date, each share of ID Marking, Inc. (Florida) Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by ID Marking, Inc. (Florida), or the holder of such shares or any other person, be cancelled and returned to the status of authorized and unissued shares of ID Marking, Inc. (Florida) Common Stock, without any consideration being delivered to the holder.

Seventh: Exchange of Certificates. After the Effective Date, each holder of an outstanding certificate representing shares of ID Marking, Inc. (Missouri) Common Stock may, at such shareholder's option, surrender the same for cancellation to an exchange agent designated by the Surviving Corporation (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange a certificate or certificates representing the number of shares of ID Marking, Inc. (Florida) Common Stock into which the shares formerly representing by the surrendered certificate were converted in accordance with this Agreement. Until so surrendered, each certificate representing shares of ID Marking, Inc. (Missouri) Common Stock outstanding immediately prior to the Effective Date shall be deemed for all purposes, from and after the Effective Date, to represent the number of shares of ID Marking, Inc. (Florida) Common Stock into which such shares of ID Marking, Inc. (Missouri) Common Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any shares of stock represented by such certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of ID Marking, Inc. (Florida) Common Stock represented by such certificate as provided above.

Each certificate representing shares of ID Marking, Inc. (Florida) Common Stock issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificate of ID Marking, Inc. (Missouri) converted in exchange for the ID Marking, Inc. (Florida) Common Stock, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.