

P19000094086

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R. ROSSER COLE

A LAW CORPORATION

R. ROSSER COLE
ATTORNEY

200 NORTH MARYLAND AVENUE, SUITE 302

GLENDALE, CALIFORNIA 91206

TELEPHONE (818) 500-9418 FAX NUMBER (818) 500-0129

E-MAIL: rosser@rossercole.com

LIUSKA RINCON
PARALEGAL

December 23, 2019

Via FedEx

Florida Secretary of State
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe St., Suite 810
Tallahassee, FL 32303

RE: Merger: Dynamic Expansion, Inc. (FL) and Dynamic Expansion, Inc. (CA)

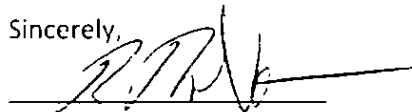
Dear Florida Secretary of State,

Enclosed please find an original and copy of the Articles of Merger and Plan of Merger for the above referenced entities, and a check for \$78.75 for the filing fees.

Please file and return a certified copy to our office by using the self-addressed FedEx envelope.

If you have any questions, please do not hesitate to contact our office.

Sincerely,


R. Rosser Cole, Esq.

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FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32303
DEC 23 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DYNAMIC EXPANSION, 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:

LIUSKA RINCON or ROSSER COLE

Contact Person

R. ROSSER COLE, A LAW CORPORATION

Firm/Company

200 N MARYLAND AVE., SUITE 302

Address

GLENDALE, CA 91206

City/State and Zip Code

PARALEGAL@ROSSERCOLE.COM

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

For further information concerning this matter, please call:

LIUSKA RINCON OR ROSSER COLE

Name of Contact Person

At (818) 500-9418

Area Code & Daytime Telephone Number

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OFFICE OF THE CLERK
STATE OF FLORIDA
TALLAHASSEE
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☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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> (If known/ applicable)
DYNAMIC EXPANSION, INC.	FLORIDA	P19000094086

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
DYNAMIC EXPANSION, INC.	CALIFORNIA	C3357421

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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 20, 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 20, 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

DYNAMIC EXPANSION, INC.

11/9/21
11/9/21

MICHAEL J. COLEMAN

DYNAMIC EXPANSION, INC.

MICHAEL J. COLEMAN

PLAN OF MERGER

(Non Subsidiaries)

The following Plan of Merger ("Agreement") is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

ARTICLE 1.

RECITALS OF CONSTITUENT CORPORATIONS

Disappearing Corporation

Section 1.01. Dynamic Expansion, Inc., corporate ID number: C3357421, ("Disappearing Corporation") is a corporation duly organized, validly existing, and in good standing under the laws of the State of California.

Survivor

Section 1.02. Dynamic Expansion, Inc., corporate ID number: P19000094096, ("Surviving Corporation") is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida.

ARTICLE 2. MERGER

Surviving Corporation

Section 2.01 Disappearing Corporation shall be merged into Surviving Corporation under the laws of the State of Florida, pursuant to the terms and conditions of this Agreement.

ARTICLE 3. EFFECTIVE DATE

Effective Date

Section 3.01 This merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida. (the "Effective Date").

ARTICLE 4. TERMS AND CONDITIONS

Negative Covenants

Section 4.01. Between the date of this Agreement and the date on which the merger shall become effective, neither constituent corporation shall not:

- (a) Declare or pay any dividends to its shareholders.
- (b) Except in the normal course of business and for adequate value, dispose of any of its assets.

Further Assignments or Assurances

Section 4.02. If at any time the Surviving Corporation shall consider or be advised that any further

assignments or assurances in law are necessary to vest or to perfect or to confirm of record in the surviving corporation the title to any property or rights of Disappearing Corporation or otherwise carry out the provisions hereof, the proper officers and directors of Disappearing Corporation as of the effective date of the merger, shall execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts proper to vest, perfect, and confirm title to such property or rights in the surviving corporation, and otherwise carry out the provisions hereof.

ARTICLE 5. CONVERSION OF SHARES

Section 5.01. (a) Surviving Corporation. The shares of Surviving Corporation outstanding on the Effective Date shall not be changed or converted as a result of the merger but shall remain outstanding as shares of Surviving Corporation.

(b) Disappearing Corporation. On the Effective Date, each one issued and outstanding common share of Disappearing Corporation shall be converted into one common share, without par value, of Surviving Corporation, subject to adjustment as provided in this Agreement. No fractional shares of the common stock of the surviving corporation will be issued to the holders of the common stock of the disappearing corporation, but holders who would otherwise be entitled to receive a fraction of a share of the common stock of the surviving corporation on the basis of the conversion provided for herein shall in lieu thereof receive a cash payment equal to the value of such fraction, based on the market value of the common stock of the disappearing corporation as of the effective date of the merger.

Section 5.02. Each holder of the shares of the disappearing corporation shall surrender his shares, properly endorsed, to the surviving corporation or its agent, and shall thereupon receive in exchange therefor a certificate or certificates representing the number of shares of the surviving corporation into which the shares of the disappearing corporation have been converted.

ARTICLE 6. DIRECTORS

Board of Survivor

Section 6.01. The Board of Directors of Surviving Corporation shall be Michael J. Coleman and Heather Winters who shall continue to serve as the Board of Directors of the surviving corporation until the next annual meeting or until such time as his successor has been elected and qualified.

ARTICLE 7. ARTICLES OF INCORPORATION

Section 7.01. The articles of Surviving Corporation as existing on the effective date of the merger, shall continue in full force as the articles of the surviving corporation until altered, amended as provided therein, or as provided by law.

ARTICLE 8. BYLAWS

Section 8.01. The bylaws of Surviving Corporation, as existing on the effective date of the merger, shall continue in full force as the bylaws of the surviving corporation until altered, amended, or repealed as provided therein or as provided by law.

ARTICLE 9. INTERPRETATION AND
ENFORCEMENT

Notices

Section 9.01. Any notice, request, demand, or other communication required or permitted hereunder shall be deemed to be properly given when deposited in the United States mail, postage prepaid, or when deposited with a public telegraph company for transmittal, charges prepaid, addressed:

(a) In the case of Disappearing Corporation to: Dynamic Expansion, Inc., located at 1497 Main St., #239, Dunedin, FL 34698, or to such other person or address as Disappearing Corporation may from time to time furnish to Surviving Corporation;

(b) In the case of Surviving Corporation to: Dynamic Expansion, Inc, located at 1497 Main St., #239, Dunedin, FL 34698, or to such other person or address as Surviving Corporation may from time to time furnish to Disappearing Corporation.

Counterpart Executions

Section 9.02. This Agreement may be executed in two or more counterparts, by facsimile transmission or by delivery of a scanned counterpart in portable document format (PDF) by e-mail, in either case with delivery confirmed, and each of which shall be considered an original, but all of which together shall constitute the same instrument. On such confirmed delivery, the signatures in the facsimile or PDF data file shall be deemed to have the same force and effect as if the manually signed counterpart had been delivered to the other party in person.

Controlling Law

Section 9.03. The validity, interpretation, and performance of this Agreement shall be controlled by and construed under the laws of the State of Florida, the state in which this Agreement is being executed.

Executed on December 20, 2019 at Dunedin, FLORIDA

SURVIVING CORPORATION

Dynamic Expansion, Inc.

by 

Michael J. Coleman, President

by 

Heather Winters, Secretary

DISAPPEARING CORPORATION

Dynamic Expansion, Inc.

by 

Michael J. Coleman, President

by 

Heather Winters, Secretary