

WILLIAMS & COLEMAN, P.A.

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VIA MAIL

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2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Subject: Lange Energy & Drives, Inc. (MERGER)

Dear Sir or Madam,

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Samuel T. Houston
Williams & Coleman, P.A.
701 East Tennessee Street
Tallahassee, FL 32308
Shouston@WilliamsColeman.Law
850-222-0013

Thank you for your time and attention.

WILLIAMS & COLEMAN, P.A.



Samuel T. Houston
Williams & Coleman, P.A.
701 East Tennessee Street
Tallahassee, FL 32308
850-222-0013

**ARTICLES OF MERGER
OF
LANGE ENERGY & DRIVES, INC. (GA)
WITH AND INTO
LANGE ENERGY & DRIVES, INC. (FL)**

The following articles of merger are being submitted in accordance with section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. LANGE ENERGY & DRIVES, INC. 1347 Orange Hill Rd Chipley, Florida 32428	Florida	Corporation

Florida Document/Registration Number: P20000061373	FEI Number: 27-4108087
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2. LANGE ENERGY & DRIVES, INC. 8 Bryce Industrial Drive Savannah GA 31405	Georgia	Corporation
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Georgia Document/Registration Number: 15114434	FEI Number: 27-4108087
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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. LANGE ENERGY & DRIVES, INC. 1347 Orange Hill Rd Chipley, Florida 32428	Florida	Corporation

Florida Document/Registration Number: P20000061373	FEI Number: 27-4108087
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THIRD: The attached Plan of Merger meets the requirements of section 607.1101, Florida Statutes, and was approved by each corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

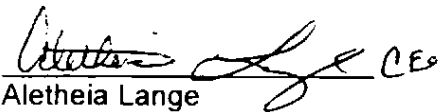
FOURTH: The Board of Directors of each corporation by unanimous consent approved and adopted the plan of merger on the 17th day of August, 2020.

FIFTH: The Shareholders of each corporation by unanimous consent approved and adopted the plan of merger on the 17th day of August, 2020.

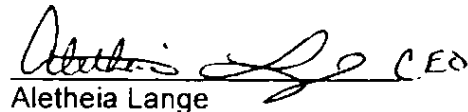
SIXTH: The merger shall become effective immediately before the start of business on the 7th day of August, 2020.

SEVENTH: SIGNATURES FOR EACH PARTY:

LANGE ENERGY & DRIVES, INC. (FL)


Aletheia Lange
President

LANGE ENERGY & DRIVES, INC. (GA)


Aletheia Lange
President

**AGREEMENT AND PLAN OF MERGER
OF
LANGE ENERGY & DRIVES, INC. (GA)
WITH AND INTO
LANGE ENERGY & DRIVES, INC. (FL)**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1101 and section 607.1103 is being submitted in accordance with section(s) 607.1105, Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
LANGE ENERGY & DRIVES, INC.	Florida
LANGE ENERGY & DRIVES, INC.	Georgia

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
LANGE ENERGY & DRIVES, INC.	Florida

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

a. Lange Energy & Drives, Inc. (GA) shall merge into Lange Energy & Drives, Inc. (FL) and the separate existence of Lange Energy & Drives, Inc. (GA) shall cease in accordance with the applicable provisions of the general corporation law of the State of Georgia. Lange Energy & Drives, Inc. (FL) will be the surviving corporation and will continue to be governed by the laws of the State of Florida and the separate corporate existence of Lange Energy & Drives, Inc. (GA), and all of its rights, privileges, immunities as well as all of its duties and liabilities as a corporation organized under the laws of the State of Georgia will cease upon the close of business on August 17, 2020.

b. Lange Energy & Drives, Inc. (GA) shall transfer all of its assets to Lange Energy & Drives, Inc. (FL) and Lange Energy & Drives, Inc. (FL) hereby assumes and shall be held responsible for any and all liabilities of Lange Energy & Drives, Inc. (GA).

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:

a. On the closing date of the merger, the shareholders of Lange Energy & Drives, Inc. (GA) shall deliver to Lange Energy & Drives, Inc. (FL) the certificates representing all of the outstanding shares of the common stock of Lange Energy & Drives, Inc. (GA), which shall be exchanged for the equivalent stock in the surviving corporation Lange Energy & Drives, Inc. (FL). No changes to the ownership structure or the rights to acquire shares, obligations, or other securities of the surviving corporation are intended.


FIFTH: Surviving corporation:

a. The Articles of Incorporation of Lange Energy & Drives, Inc. (FL) in effect immediately prior to the effective time of the merger shall be the Articles of Incorporation following the effective date of the merger.

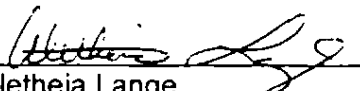
b. The by-laws of Lange Energy & Drives, Inc. (FL) in effect immediately prior to the effective date of this merger shall be the by-laws of Lange Energy & Drives, Inc. (FL) after the effective date of this merger.

c. From and after the effective date of the merger, the Board of Directors of Lange Energy & Drives, Inc. (FL) shall be the Board of Directors of the surviving corporation.

LANGE ENERGY & DRIVES, INC. (FL)

 CEO
Aletheia Lange
President

LANGE ENERGY & DRIVES, INC. (GA)

 CEO
Aletheia Lange
President