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*Morgan*



COLEMAN YOVANOVICH KOESTER

4001 Tamiami Trail North, Suite 300  
Naples, Florida 34103  
T: 239.435.3535 | F: 239.435.1218

Writer's Email:  
[gcarney@cyklawfirm.com](mailto:gcarney@cyklawfirm.com)

December 18, 2020

VIA FEDERAL EXPRESS

TRACKING NO.: 7724 1774 2240

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

Re: *RapidOne Solutions Inc.*

Dear Florida Department of State:

Enclosed please find the original Agreement of Merger and Articles of Merger for Enalog Solutions Inc.'s merger into RapidOne Solutions Inc. Please file the Agreement of Merger and Articles of Merger, file stamp the enclosed copies and return them to my attention in the envelope provided. A check in the amount of \$70.00 payable to the Florida Department of State is also enclosed.

If you have any questions, please do not hesitate to call me.

Sincerely,

COLEMAN, YOVANOVICH & KOESTER, P.A.

Garrett M. Carney

GMC/  
Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** RAPIDONE SOLUTIONS, INC.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Garrett M. Carney

Contact Person

Coleman, Yovanovich & Koester, PA

Firm/Company

4001 Tamiami Trail N. Suite 300

Address

Naples, FL 34103

City/State and Zip Code

helmut@keidl.net

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

For further information concerning this matter, please call:

Garrett M. Carney

Name of Contact Person

At ( 239 ) 435-3535

Area Code & Daytime Telephone Number



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

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

## ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>RAPIDONE SOLUTIONS, INC.</u>	<u>FL</u>	<u>CORP.</u>	<u>P20000095453</u>

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>ENALOG SOLUTIONS, INC.</u>	<u>WI</u>	<u>CORP.</u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☐ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☒ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**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.

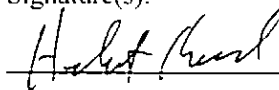
**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

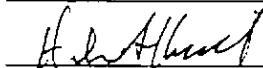
Typed or Printed  
Name of Individual:

RAPIDONE SOLUTIONS, INC.



HELMUT KEIDL

ENALOG SOLUTIONS, INC.



HELMUT KEIDL

Corporations:

Chairman, Vice Chairman, President or Officer  
*(If no directors selected, signature of incorporator.)*

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

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AGREEMENT  
AND  
PLAN OF MERGER  
of  
ENALOG SOLUTIONS, INC.  
a Wisconsin Corporation  
into  
RAPIDONE SOLUTIONS, INC.  
a Florida Corporation  
(Effective as prescribed by law.)

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## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is made effective as prescribed by law ("Agreement"), between ENALOG SOLUTIONS, INC, a Wisconsin Corporation ("Enalog" or "Disappearing Corporation") and RAPIDONE SOLUTIONS, INC., a Florida corporation ("RapidOne" or "Surviving Corporation").

### Recitals

A. The shareholders and their respective ownership interests in Enalog and RapidOne are identical.

B. The shareholders and directors of both Enalog and RapidOne have unanimously determined it would be in the best interests of both entities to merge Enalog into RapidOne.

NOW, THEREFORE, in consideration of the above Recitals and the mutual promises contained in this Agreement, the parties agree as follows:

### ARTICLE ONE THE MERGER

1.01 The Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with Wisconsin and Florida Law, at the Effective Time, Disappearing Corporation shall be merged with and into Surviving Corporation, with RapidOne being the surviving entity in the Merger. Upon consummation of the Merger, the separate corporate existence of Enalog shall cease, and the Surviving Corporation shall continue to exist as a Florida corporation.

1.02 Effective Time. As soon as practicable after the execution of this Agreement, the officers of both corporations shall cause the merger to be consummated by filing a certificate of merger with the Wisconsin Department of Financial Institutions and a certificate of merger with the Florida Department of State (the "Certificates of Merger"). The merger shall become effective as prescribed by law ("Effective Time").



ARTICLE TWO  
TERMS AND CONDITIONS: CONVERSION OF MEMBERSHIP INTERESTS

2.01 Terms and Conditions; Conversion. Upon the effective date, the outstanding shares of stock in the Disappearing Corporation shall convert to shares of stock in the Surviving Corporation on a 1:1 basis, which shall result in the ownership interests in the Surviving Corporation as follows:

<u>Name of Shareholder</u>	<u>Percentage Interest</u>
Helmut Keidl	50%
Roberta Keidl	50%

ARTICLE THREE  
MISCELLANEOUS

3.01 Entire Agreement. This Agreement constitutes the entire understanding between the parties, and all prior or contemporaneous agreements, understandings, representations and statements, oral or written, are merged into this Agreement.

3.02 Title to Corporation Property. All corporation property currently titled in the name of the Disappearing Corporation shall, by operation of law, become the property of the Surviving Corporation.

3.03 Binding Effect. This Agreement shall inure to the benefit of and shall be binding upon the parties and their respective legal representatives, transferees, heirs, successors and assigns, subject to the limitations in this Agreement.

*Signatures appear on the following page.*

IN WITNESS WHEREOF, the undersigned parties have set their hands and seals as of the Effective Date.

ENALOG SOLUTIONS, INC.,  
a Wisconsin Corporation

By: Helmut Keidl  
Helmut Keidl, President and Director

By: Roberta Keidl  
Roberta Keidl, Director

RAPIDONE SOLUTIONS, INC.,  
a Florida corporation

By: Helmut Keidl  
Helmut Keidl, President and Director

By: Roberta Keidl  
Roberta Keidl, Director