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(Business Entity Name)

(Document Number)

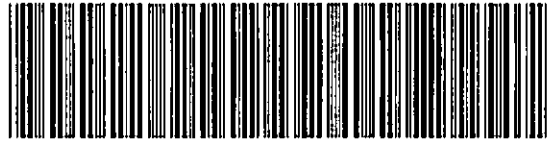
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2021 OCT -7 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fiberlay, 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:

Sarah J. Harnden

Contact Person

Dunlap & Moran

Firm/Company

PO Box 3948

Address

Sarasota, FL 34230-3948

City/State and Zip Code

christina@fiberlay.com

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

For further information concerning this matter, please call:

Sarah J. Harnden

Name of Contact Person

At (941) 366-0115

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

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2021 OCT -7 AM 9:11

SECRETARY OF STATE
TALLAHASSEE, FL

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)
FIBERLAY, INC.	FL	INC	

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)
FIBERLAY, INC.	WA	INC	601 312 928 711-2417

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.

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:

November 1, 2021

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:

FIBERLAY, INC. (WA)

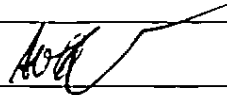
Signature(s)



Typed or Printed
Name of Individual:

Scott R. MacIndoe

FIBERLAY, INC. (FL)



Scott R. MacIndoe

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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ARTICLES OF INCORPORATION 2021 OCT -7 AM 9:11
OF
FIBERLAY, INC. SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned Incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of this Corporation is: **FIBERLAY, INC.**

ARTICLE II – EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing.

ARTICLE III - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE IV – PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 500,000 non-voting shares and 500,000 voting shares.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and the mailing address of this Corporation shall be 1468 Northgate Blvd, Sarasota, FL 34234.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is John A. Moran, Esq., and the Registered Agent at such office is 22 S. Links Ave., Sarasota, FL 34236.

ARTICLE VIII – DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The names and addresses of the initial Directors are as follows:

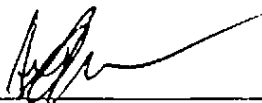
<u>Name</u>	<u>Address</u>
Scott MacIndoe	1000 Thicket Lane Sarasota, FL 34240
Christina MacIndoe	1000 Thicket Lane Sarasota, FL 34240

ARTICLE IX – INCORPORATORS


The names and street addresses of the Incorporators of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Scott MacIndoe	1000 Thicket Lane Sarasota, FL 34240
Christina MacIndoe	1000 Thicket Lane Sarasota, FL 34240

The undersigned has executed these Articles this 29th day of SEPTEMBER, 2021.




Scott MacIndoe
Incorporator



Christina MacIndoe
Incorporator

Having been named as Registered Agent and to accept service of process for FIBERLAY, INC., at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

OCT 4, 2021
Date



John A. Moran, Esq.
Registered Agent