

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SKYBRIDGE AMERICAS, INC., A FLORIDA CORPORATION
Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

NATALIE A. ROBERTS

Contact Person

FLAGSHIP LAW, PLLC

Firm/Company

2309 S. MacDill Ave.

Address

Tampa, FL 33629

City/State and Zip Code

nroberts@flagshiplawpllc.com

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

For further information concerning this matter, please call:

Natalie Roberts

Name of Contact Person

At **(813) 538-2853**

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

2021 DEC 22 PM 2:44

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>Skybridge Americas, Inc., a Florida corporation</u>	<u>FL</u>	<u>Corporation</u>	<u>P21000100283</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>Skybridge Americas, Inc., a Minnesota corporation</u>	<u>MN</u>	<u>Corporation</u>	<u>2218970-2</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
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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 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.

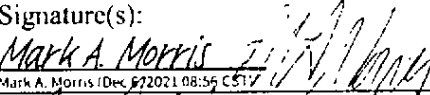
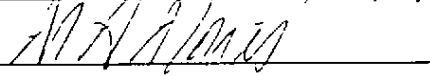
SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- 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:
Skybridge Americas, Inc., a Florida corporation	 <small>Mark A. Morris (Dec 17 2021 08:56 CST)</small>	<u>Mark A. Morris</u>
Skybridge Americas, Inc., a Minnesota corporation		<u>Mark A. Morris</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 14th day of December, 2021, by and between the following named corporations (hereinafter collectively referred to as the "Parties"):

SURVIVING CORPORATION

SKYBRIDGE AMERICAS INC., A FLORIDA CORPORATION (the "Surviving Corporation").

Date of incorporation: November 30, 2021

MERGED CORPORATION

SKYBRIDGE AMERICAS, INC., A MINNESOTA CORPORATION (the "Merged Corporation").

Date of incorporation: 02/08/2007

WITNESSETH:

WHEREAS, the Merged Corporation is a corporation duly organized and existing under the laws of the State of Minnesota. Its respective date of incorporation is described above;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Merged Corporation and the Surviving Corporation are owned by the same sole stockholder.

WHEREAS, the Merged Corporation desires to change its state of incorporation to the State of Florida and desires to accomplish this by merging into the Surviving Corporation;

WHEREAS, the respective Boards of Directors and the shareholders of each of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that such surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors and sole shareholder of the Merged Corporation as prescribed by the laws of the State of Minnesota;

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors and the sole shareholder of the Surviving Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Sections 368(a)(1)(A) and (F) of the Internal Revenue Code of 1986, as amended;

WHEREAS, the entire outstanding capital stock of the Merged Corporation consists of Five Million (5,000,000) shares of common stock, of which One Thousand (1,000) shares are issued and outstanding in the name of Mark A. Morris, sole shareholder.

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises, and grants herein contained, the Parties hereto agree, in accordance with the provisions of Chapter 607 of the Florida Statutes, as amended, and in accordance with the Minnesota Business Corporation Act, MSA Chapter 302A.601 et. Seq., that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, as of the Effective Date (as hereinafter defined) and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Merged Corporation and the Surviving Corporation shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. On the Effective Date (as defined below), the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged into the Surviving Corporation, which shall continue and shall be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts and accounts due the Merged Corporation, on whatever account and other choices in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it. At any time after the Effective Date, the last acting officers of the Merged Corporation or the corresponding officers of the Surviving Corporation may, in the name of the Merged Corporation, execute and deliver all such deeds, assignments and other instruments or documents to vest title or possession

of the Merged Corporation's rights, interests or obligations and otherwise to carry out the purposes of this Agreement of Merger and Plan of Merger and Reorganization.

B. The identity, existence, purposes, powers, franchises, rights, and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation, as of the Effective Date, shall be SKYBRIDGE AMERICAS, INC. A FLORIDA CORPORATION. The Articles of Incorporation of the Surviving Corporation shall be and remain the Articles of Incorporation of the Surviving Corporation, until the same shall be altered, amended, or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Merged Corporation in effect at the Effective Date shall be the Bylaws of the Surviving Corporation until such Bylaws shall be altered, amended, or repealed.

ARTICLE IV
DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

Director:	Mark A. Morris	Chairman of the Board
Officers:	Andrew Bosko	President/CEO
	Laresa McIntyre	Vice President, CFO, and Secretary

ARTICLE V
MANNER OF CONVERTING SHARES

The manner and basis of converting the shares of capital stock of the Merged Corporation and the nature and amount of securities of the Surviving Corporation which the holder of the shares of the Merged Corporation is to receive in exchange for such shares is as follows:

A. Each share of common stock of the Merged Corporation's common stock issued and outstanding at the time of the Effective Date of the Merger shall be cancelled.

B. Each share of Skybridge Minnesota common stock issued and outstanding, consisting of the One Thousand (1000) shares issued and outstanding to Mark A. Morris, shall without any action on the part of the holder thereof be converted into One Thousand (1000) shares of Skybridge Florida common stock for the shareholder. All outstanding certificates representing

shares of Skybridge Minnesota common stock shall therefore represent shares of Skybridge Florida common stock. Such certificate may, but need not be, exchanged by the holder thereof after the merger becomes effective for new certificates for the appropriate number of One Thousand (1000) shares bearing the name of Skybridge Americas, Inc., a Florida Corporation.

ARTICLE VI
APPROVAL OF MERGER BY SOLE SHAREHOLDER AND DIRECTOR OF
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the sole shareholder and director of the Surviving Corporation, as provided by Chapter 607 of the Florida Statutes, on December __, 2021.

ARTICLE VII
APPROVAL OF MERGER BY SOLE SHAREHOLDER AND DIRECTOR OF
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the stockholders and directors of the Merged Corporation, as provided by the Minnesota Business Corporation Act, MSA Chapter 302A.601 et. Seq., on December __, 2021.

ARTICLE VIII
ADDITIONAL TERMS

This Agreement of Merger and Plan of Merger and Reorganization may be terminated and the proposed merger abandoned at any time before the Effective Date of the Merger if the Board of Directors of either the Merged Corporation or the Surviving Corporation adopts a resolution abandoning this Agreement of Merger and Plan of Merger and Reorganization.

This Agreement shall be construed according to the laws of the States of Minnesota and Florida, as applicable, and tax matters interpreted under the Internal Revenue Code of 1986, as amended.

ARTICLE IX
EFFECTIVE DATE OF MERGER

The Merger shall become effective on the date of filing and the issuance of the Certificate of Merger with the Florida Secretary of State, which date and time are herein referred to as the "Effective Date."

(Signatures begin on the following page)

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

WITNESSES:

Paul Orbach
Catherine M. Schmidt

SURVIVING CORPORATION:

SKYBRIDGE AMERICAS, INC. A
FLORIDA CORPORATION

By: *Mark A. Morris*
Mark A. Morris, Chairman of the Board

MERGED CORPORATION:

SKYBRIDGE AMERICAS, INC., A
MINNESOTA CORPORATION

Paul v. Orbach
Catherine M. Schmidt

By: *Mark A. Morris*
Mark A. Morris, Chairman of the Board