

P22000021995

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

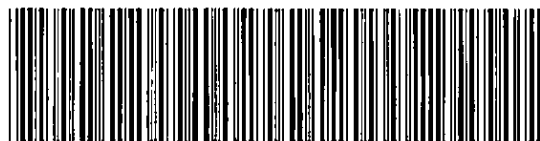
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100386280451

RECEIVED

2022 APR 21 PM 1:52

DIRECTOR'S OFFICE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2022 APR 21 PM 1:52

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 04/21/22

NAME: RECORD RELEASE CONSULTANTS, INC.

TYPE OF FILING: MERGER

COST: 78.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A Hodge

**ARTICLES OF MERGER
OF
RECORD RELEASE CONSULTANTS, INC.,
a California corporation,
(CA File Number C1913065)**

with and into

**RECORD RELEASE CONSULTANTS, INC.,
a Florida corporation.
(FL File No. P22000021995)**

Dated as of April 20, 2022

Pursuant to and in accordance with the provisions of Section 607.1105 of the Florida Business Corporation Act, RECORD RELEASE CONSULTANTS, INC., a California corporation ("Record-CA"), and RECORD RELEASE CONSULTANTS, INC., a Florida corporation (the "Surviving Corporation"), do hereby adopt these Articles of Merger (these "Articles") for the purpose of merging Record-CA with and into the Surviving Corporation (the "Merger").

1. Plan of Merger. That certain Agreement and Plan of Merger (the "Plan"), dated as of March 31, 2022 is attached hereto as Exhibit A.

2. Effective Date. The effective date of the Merger shall be the later of the filing of these Articles (or the California equivalent of these Articles, as applicable) with (i) the Department of State of the State of Florida and (ii) the Secretary of State of the State of California.

3. Date of Plan Adoption. The sole shareholder of the Surviving Corporation adopted the Plan on March 31, 2022 and the stockholders of Record-CA adopted the Plan on March 31, 2022.

4. Counterparts; Facsimile Signatures. These Articles may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one document. Facsimile signatures shall be deemed originals for all purposes of these Articles.

[signatures on next page]

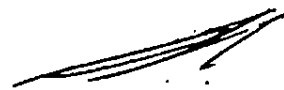
2022 APR 21 PM 3:23

IN WITNESS WHEREOF, the parties to this Merger Agreement have executed this Merger Agreement on and as of the day first written above.

RECORDS-CA

RECORD RELEASE CONSULTANTS, INC.,
a California corporation

By



Christopher Hallman, President

RECORDS-FL

RECORD RELEASE CONSULTANTS, INC.,
a Florida corporation

By



Christopher Hallman, President

2022 APR 21 PM 3:03

Exhibit A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "**Merger Agreement**") between Record Release Consultants, Inc., a California corporation ("**Records-CA**") formed on December 13, 1994, and Record Release Consultants, Inc., a Florida corporation ("**Records-FL**") formed on March 9, 2022.

WITNESSETH:

WHEREAS, Records-CA is a corporation duly incorporated, validly existing and in good standing under the laws of the State of California with two (2) shareholders (the "**Records-CA Shareholders**") who collectively hold 100% of Records-CA outstanding shares of common stock (the "**Records-CA Shares**");

WHEREAS, Records-CA has no options or warrants issued and outstanding;

WHEREAS, Records-FL is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida with authorized capital stock consisting of 1,000 shares of common stock (the "**Records-FL Shares**"), of which one (1) share of Records-FL common stock is issued and outstanding and is owned by Records-CA;

WHEREAS, Records-FL has no options or warrants issued and outstanding;

WHEREAS, the Records CA Shareholders have determined that, for purposes of effecting a change of the jurisdiction in which Records-CA is incorporated from California to Florida, it is advisable and in the best interests of Records-CA and the Records-CA Shareholders for Records-CA to merge with and into Records-FL upon the terms and conditions set forth herein;

WHEREAS, the Board of Directors and shareholders of Records-CA have authorized and approved the merger of Records-CA with and into Records-FL subject to and upon the terms and conditions of this Merger Agreement, and have approved the terms of this Merger Agreement and directed that it be executed by the undersigned's' respective officers;

WHEREAS, because Records-FL is a wholly-owned subsidiary of Records-CA, the consent of the Board of Directors and shareholders of Records-FL is not required to approve the merger; and

WHEREAS, it is the intention of Records-CA and Records-FL that the merger be a tax-free reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "**Code**").

NOW, THEREFORE, for and in consideration of the mutual premises contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I. THE MERGER

Section 1.1. Merger of Records-CA into Records-FL. At the Effective Time (as defined in Section 2.1), Records-CA shall merge with and into Records-FL ("**Merger**") in accordance with the Florida Statutes, Florida Business Corporations Act, pursuant to Chapter 607.1101 et seq., (the "**Florida Law**") and Section 1150 et seq. of the California General Corporations Law of the State of California (the "**California Law**").

The separate existence of Records-CA shall thereupon cease and Records-FL shall be the surviving corporation (hereinafter referred to as the "**Surviving Corporation**") and shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of Records-CA and Records-FL (together referred to as the "**Constituent Corporations**"); and all the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations, on whatever account, as well as for stock subscriptions and all other things in action or belonging to the Constituent Corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they had been of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of the State of Florida, in either of such Constituent Corporation shall not revert or be in any way impaired by reason of the Florida Law; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thereafter attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of Records-CA, the Manager of Records-CA and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Records-CA. The requirements of any plans or agreements of Records-CA involving the issuance or purchase by Records-CA of certain membership interests shall be satisfied by the issuance or purchase of a like percentage of shares of the Surviving Corporation.

ARTICLE II. EFFECTIVE TIME; EFFECT OF MERGER

Section 2.1. Effective Time. The Merger shall become effective on the later of the filing of the Articles of Merger (or the California equivalent of the Articles of Merger, as applicable)

with (i) the Department of State of the State of Florida and (ii) the Secretary of State of the State of California (the "**Effective Time**").

Section 2.2. Effects of the Merger. At the Effective Time, the Merger shall have the effects specified in the Florida Law, the California Law and this Merger Agreement.

Section 2.3. Articles of Incorporation and Bylaws. At the Effective Time, the Articles of Incorporation and the Bylaws of Records-FL, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

Section 2.4. Directors and Officers. At the Effective Time, the directors and the officers of Records-FL in office at the Effective Time shall retain their positions as the directors and officers of the Surviving Corporation, each of such directors and officers to hold office, subject to the applicable provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation and the Florida law, until his or her successor is duly elected or appointed and shall qualify, or until his or her earlier death, incompetence or removal.

Section 2.5. Change of Name. At the Effective Time, the name set forth in Paragraph 1, Name of Corporation, of the Records-FL's Articles of Incorporation, shall be the name of the Surviving Corporation.

ARTICLE III. CONVERSION AND EXCHANGE OF STOCK

Section 3.1. Conversion of Shares of Records-FL. Subject to the terms and conditions of this Agreement, at the Effective Time, each share of Records-CA Common Stock outstanding immediately prior thereto shall be automatically changed and converted into one (1) fully paid and nonassessable, issued and outstanding share of Records-FL Common Stock.

Section 3.2. Conversion of Shares of Records-CA. At the Effective Time, all of the previously issued and outstanding shares of Records-CA Common Stock that were issued and outstanding immediately prior to the Effective Time shall be automatically retired and canceled.

ARTICLE IV. MISCELLANEOUS

Section 4.1. Amendment. This Merger Agreement may be amended, modified or supplemented, in whole or in part, at any time prior to the Effective Time with the mutual consent of the Records-CA Shareholders and the Board of Directors of Records-FL to the full extent permitted under applicable law.

Section 4.2. Abandonment; Postponement. At any time prior to the Effective Time, this Merger Agreement may be terminated and the Merger may be abandoned by the Records-CA

Shareholders or the Board of Directors of Records-FL, or the consummation of the Merger may be postponed for a reasonable period of time, without any action of the Records-CA Shareholders or stockholders of Records-FL, notwithstanding the approval of this Merger Agreement by the Records-CA Shareholders or Board of Directors of Records-FL.

Section 4.3. Further Assurances. If at any time after the Effective Time of the Merger, the Surviving Corporation shall consider that any assignments, transfers, deeds or other assurances in law are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to any property or rights of Records-CA, Records-CA and its Member shall execute and deliver such documents and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and the officers and directors of the Surviving Corporation are fully authorized in the name of Records-CA or otherwise to take any and all such action.

Section 4.4. Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument. In the event that any signature is delivered by facsimile transmission, such signature shall create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such facsimile signature page were an original thereof.

Section 4.5. Governing Law. This Merger Agreement shall be construed in accordance with the laws of the State of Florida, without regard to the principles of conflicts of laws of such State.

[signatures on next page]

2022 APR 21 PM 4:23
FBI - MIAMI
FBI - MIAMI

IN WITNESS WHEREOF, the parties to this Merger Agreement have executed this Merger Agreement on and as of the day first written above.

RECORDS-CA

RECORD RELEASE CONSULTANTS, INC.,
a California corporation

By 
Christopher Hallman, President

RECORDS-FL

RECORD RELEASE CONSULTANTS, INC.,
a Florida corporation

By 
Christopher Hallman, President

2022 APR 21 PM 4:23