

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

P24000033213

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H240001914913)))



H240001914913ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : JOHNSON POPE - CLEARWATER
Account Number : I20230000160
Phone : (727)461-1818
Fax Number : (727)441-8617

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
MANN WIRELESS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

A. RAMSEY
MAY 31, 2024

2024 MAY 30 PM 4:39

2024 MAY 30 PM 12:00
FILED

FILED

STATE OF FLORIDA
ARTICLES OF MERGER
OFMANN WIRELESS, LTD., a New York corporation
INTO
MANN WIRELESS, INC., a Florida corporation

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

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MANN WIRELESS, INC. (the "Surviving Corporation")	Florida	P24000033213

SECOND: The name and jurisdiction of the merged corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document / ID Number</u>
MANN WIRELESS, LTD. (the "Merged Corporation")	New York	2259104

THIRD: The Plan of Merger pursuant to which the Merged Corporation shall be merged with and into the Surviving Corporation (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

FOURTH: The effective date of the Merger shall be May 30, 2024 (the "Effective Date").

FIFTH: The Plan of Merger was adopted by the board of directors and the shareholders of the Surviving Corporation, and executed in accordance with Section 607.1101 and 607.1103, Florida Statutes, effective as of May 30, 2024.

SIXTH: The Plan of Merger was adopted by the board of directors and the shareholders of the Merged Corporation, in accordance with Article 9 of the New York Business Corporation Law, and was executed effective as of May 30, 2024.

Prepared by:

Peter A. Rivellini, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
311 Park Place Blvd, Suite 300,
Clearwater, Florida 33759
(727) 461-1818

Signed this 30 day of MAY, 2024, and effective as of the Effective Date.

SURVIVING CORPORATION:

MANN WIRELESS, INC.,
a Florida corporation

By: 
Andrew Mann, President

MERGED CORPORATION:

MANN WIRELESS, LTD.,
a New York corporation

By: 
Andrew Mann, President

9568093_1

EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into this 30th day of May, 2024, and shall be effective as of May 30, 2024, by and among ANDREW MANN (the "Shareholder"), and the following named corporations:

SURVIVING CORPORATION

MANN WIRELESS, INC., a Florida corporation (the "Surviving Corporation").

Date of incorporation: May 15, 2024

MERGED CORPORATION

MANN WIRELESS, LTD., a New York corporation (the "Merged Corporation," and together with the Surviving Corporation, the "Companies").

Date of incorporation: May 13, 1998

WITNESSETH:

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

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

WHEREAS, the Merged Corporation is the Surviving Corporation's parent and 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 said 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 Plan of Merger contained herein was approved by the Board of Directors and Stockholders of the Merged Corporation as prescribed by the laws of the State of New York; and

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.

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 and in accordance with Article 9 of the New York Business Corporation Law 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, 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. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and 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 due the Merged Corporation, on whatever account and other choices in action belonging to them 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.

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. After completion of the Merger, the Merged Corporations Employer Identification Number will continue to be used by the Surviving Corporation.

ARTICLE II ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be MANN WIRELESS, INC. 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 said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same 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:

Directors: ANDREW MANN

Officers: ANDREW MANN President

ARTICLE V
MANNER OF CONVERTING SHARES

The manner of converting the stock of the Merged Corporation and the Surviving Corporation upon the Merger becoming effective shall be as follows:

A. Each share of common stock of the Merged Corporation issued and outstanding at the time of the effective date of the Merger shall be cancelled.

B. The outstanding shares of common stock of the Surviving Corporation will be issued pro rata to the shareholders of the Merged Corporation.

ARTICLE VI
APPROVAL OF MERGER BY STOCKHOLDERS AND DIRECTORS OF
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the stockholders and directors of the Surviving Corporation, as provided by Section 607 of the Florida Statutes on May 30, 2024.

ARTICLE VII
APPROVAL OF MERGER BY STOCKHOLDERS AND SOLE 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 Article 9 of the New York Business Corporation Law on May 30, 2024.

ARTICLE VIII
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of May 30, 2024, for tax and accounting purposes and shall become effective for purposes Article 9 of the New York Business Corporation Law on the date this Agreement is filed with the Secretary of State of New York; and shall be effective for purposes of Chapter 607 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

[Signature Page Follows]

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

SURVIVING CORPORATION:

MANN WIRELESS, INC.,
a Florida corporation

By: 

ANDREW MANN, President

MERGED CORPORATION:

MANN WIRELESS, LTD.,
a New York corporation

By: 

ANDREW MANN, President