

P930000060342

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

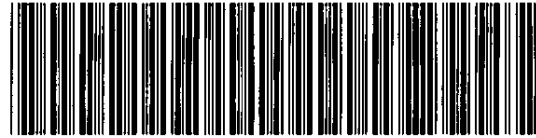
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Office Use Only



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16 DEC 27 AM 11:49

DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS

DEC 30 2016  
McNAIR



Megan Deas  
[mdeas@mb-law.law](mailto:mdeas@mb-law.law)

December 23, 2016

**VIA FEDEX**

Florida Secretary of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

16 DEC 27 11:11 AM  
Division of Corporations

Re: Articles of Merger for Filing

To Whom It May Concern,

Enclosed are the Articles of Merger for Corporate Travel Management North America Inc. for filing. Also enclosed is a check in the amount of \$175.00 for the filing fee. Should you have any questions, please do not hesitate to contact me. Thank you.

Sincerely,

A handwritten signature in cursive script that reads 'Megan Deas'.

Megan Deas  
Legal Assistant to Sherap Tharchen

Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Corporate Travel Management North America Inc.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Sherap Tharchen

Contact Person

Minor & Brown, PC

Firm/Company

650 S. Cherry Street, Suite 1100

Address

Denver, CO 80246

City/State and Zip Code

stharchen@mb-law.law

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

For further information concerning this matter, please call:

Sherap Tharchen

Name of Contact Person

At ( 303 )

376-6024

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

16 DEC 27 AM 11:45  
CORPORATION DIVISION  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

(Profit Corporations)

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 corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Corporate Travel Management North America I	Texas	802290501

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Business Travel, Inc.	Florida	P93000060342 (FL)
SARA Enterprises, Inc.	California	C1337772 (CA)
Travizon, Inc.	Massachusetts	042534609 (MA)
All Performance Associates, Inc.	Massachusetts	043355363 (MA)

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 01 / 2017 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/16/2016.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/16/2016.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Corporate Travel Management**

1.

**Jamie Pherous, President**

**Business Travel, Inc.**

**Jamie Pherous, President**

**SARA Enterprises, Inc.**

10

**Jamie Pherous, CEO**

**Travizon, Inc.**

*[Signature]*

**Jamie Pherous, President**

**All Performance Associates, Inc**

*[Signature]*

**Jamie Pheros, President**

## **PLAN AND AGREEMENT OF MERGER**

This Plan and Agreement of Merger ("**Plan**") sets forth the plan for the merger of Corporate Travel Management North America Inc., a Texas corporation ("**CTMNA**"), SARA Enterprises, Inc., a California corporation ("**SARA**"), Travizon, Inc., a Massachusetts corporation ("**Travizon**"), All Performance Associates, Inc., a Massachusetts corporation ("**APA**"), and Business Travel, Inc., a Florida corporation ("**BTI**"). This Plan is entered into as of December 16, 2016 ("**Execution Date**").

### **SECTION 1 - MERGER**

1.1 **Constituent Merging Entities.** The entities to be merged are SARA, Travizon, APA, and BTI (collectively, the "**Merging Entities**"). The surviving entity shall be CTMNA. The Merging Entities and CTMNA are all wholly owned by CTMNA Holdings Limited, a Colorado corporation.

1.2 **Merger.** At and as of the Effective Date (as defined below), the Merging Entities shall be merged into CTMNA, and the individual existence of the Merging Entities shall cease.

1.3 **Surviving Corporation.** CTMNA shall continue its corporate existence under the laws of the State of Texas with a principal address of 4500 Cherry Creek South Drive, Suite 900, Denver, CO 80246.

1.4 **Effective Date.** The merger shall become effective on January 1, 2017 at 12:01 a.m. ("**Effective Date**").

### **SECTION 2 - EFFECT OF MERGER**

2.1 **General.** CTMNA may, at any time after the Execution Date, take any action (including executing and delivering any document) in the name and on behalf of any of the Merging Entities in order to carry out and effectuate the transactions contemplated by this Plan.

2.2 **Articles of Incorporation.** The Articles of Incorporation of CTMNA in effect as of the Effective Date will remain in effect without change.

2.3 **Bylaws.** The Bylaws of CTMNA in effect as of the Effective Date will remain in effect without change.

2.4 **Directors and Officers.** The directors and officers of CTMNA after the Effective Date will remain in effect without change.

2.5 **Survival and Cancellation of Ownership Interests.** As of the Effective Date, all shares of outstanding capital stock of CTMNA shall remain outstanding. As of the

Effective Date, all of the capital stock of and membership interests in the Merging Entities shall be cancelled.

### SECTION 3 – MISCELLANEOUS

3.1 Plan Binding. This Plan shall be binding upon the parties hereto, their legal representatives, successors and assigns. Each party bound by this Plan shall promptly execute and deliver any and all papers or instruments necessary or desirable to carry out the provisions of this Plan.

3.2 Specific Performance. Should any dispute arise regarding the rights and obligations of the parties to this Plan, the parties agree that they will be irreparably harmed. Therefore, the parties agree that this Plan may be specifically enforced and/or such conduct enjoined by decree of a court having jurisdiction over the subject matter and the parties to the controversy. The remedies provided by this Section shall be in addition to, and not exclusive of, any other remedies which the parties to this Plan may have.

3.3 Gender and Number. As used in this Plan, the masculine gender shall include the feminine and neuter genders, and the singular shall include the plural, and vice versa, where the context requires.

3.4 Severability. If any provision of this Plan becomes or is found to be illegal or unenforceable for any reason, such clause or provision must first be modified to the extent necessary to make this Plan legal and enforceable and then if necessary, second, severed from the remainder of the Plan to allow the remainder of the Plan to remain in full force and effect.

3.5 Captions. All captions, titles, headings and divisions hereof are for purposes of convenience and reference only, and shall not be construed to limit or affect the interpretation of this Plan.


*[Remainder of page intentionally left blank – signature page follows]*

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be executed by their duly authorized representatives as of the 16th day of December, 2016.

**Corporate Travel Management North America, Inc.,**  
a Texas corporation

By:   
\_\_\_\_\_  
Jamie Pherous, President

**SARA Enterprises, Inc.**  
a California corporation

By:   
\_\_\_\_\_  
Jamie Pherous, CEO

**Travizon, Inc.,**  
a Massachusetts corporation

By:   
\_\_\_\_\_  
Jamie Pherous, President

**All Performance Associates, Inc.,**  
a Massachusetts corporation

By:   
\_\_\_\_\_  
Jamie Pherous, President

**Business Travel, Inc.,**  
a Florida corporation

By:   
\_\_\_\_\_  
Jamie Pherous, President