

P941000057091

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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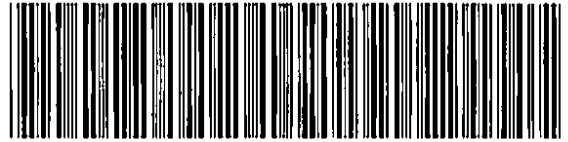
(Business Entity Name)

(Document Number)

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2018 DEC 27 AM 10:20

SECRETARY OF STATE  
TALLAHASSEE, FL

18 DEC 27 PM 1:16

SECRETARY OF STATE  
DIVISION OF CORPORATE OPERATIONS  
TALLAHASSEE, FL 32304

*Merger*

R. WHITE  
DEC 28 2018

*RW*

**Incorporating Services, Ltd.**

1540 Glenway Drive  
Tallahassee, FL 32301  
850.656.7956  
Fax: 850.656.7953  
www.Incserv.com  
e-mail: info@incserv.com



**ORDER FORM**

**TO** Florida Department of State  
Division of Corporations, Clifton  
Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Stops  
mstops@incserv.com  
850.656.7953

**REQUEST DATE** 12/27/2018

**PRIORITY** Routine

**OUR REF # (Order ID#)** 710734

**ORDER ENTITY**

CVT PROPERTIES, L.L.C. MERGING INTO CV TECHNOLOGY, INC.

**PLEASE PERFORM THE FOLLOWING SERVICES:**

CVT PROPERTIES, L.L.C. MERGING INTO CV TECHNOLOGY, INC. ( FL )

File the attached merger document

Please provide a certified copy as evidence.

**NOTES:**

\$90.00 Authorized

**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: 120050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

A handwritten signature in black ink, appearing to be "MS" or similar, written over a horizontal line.

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

FILED

ARTICLES OF MERGER  
OF  
CVT PROPERTIES, L.L.C.  
INTO  
CV TECHNOLOGY, INC.

2018 DEC 27 AM 10:20

SECRETARY OF STATE  
TALLAHASSEE, FL

The following Articles of Merger is submitted to merge the following Florida limited liability company and the following Florida corporation in accordance with Chapters 605.1025 and 607.1105, Florida Statutes:

1. The name, jurisdiction of formation, and type of entity of the merging entity that is not the surviving entity is as follows (the "**Merged Entity**"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CVT PROPERTIES, L.L.C.	Florida	Limited Liability Company Document No. L05000015610

2. The name, jurisdiction of formation, and type of entity of the surviving entity is as follows (the "**Surviving Entity**"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CV TECHNOLOGY, INC.	Florida	Domestic Corporation Document No. P94000057291

3. The Plan of Merger was approved by the Merged Entity in accordance with the provisions of Sections 605.1021-605.1026, Florida Statutes. The merger was approved and adopted by the Shareholders and Directors of the Surviving Entity on December 22, 2018.

4. The Surviving Entity exists before the merger and is a domestic filing entity. The Plan of Merger was adopted by all the directors and shareholders of the Surviving Entity on December 22, 2018. A copy of the Plan of Merger by and between the Merged Entity and Surviving Entity is attached.

5. The Surviving Entity agrees to pay any members asserting appraisal rights the amount to which members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

6. The merger shall become effective on December 27, 2018.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 27<sup>th</sup> day of December, 2018.

**MERGED ENTITY:**

**CVT PROPERTIES, L.L.C.**, a Florida limited liability company

By: 

Name: Robert V. Cudnik, Jr.

Title: Manager / VP

**SURVIVING ENTITY:**

**CV TECHNOLOGY, INC.**, a Florida corporation

By: 

Name: MARIANO A. MORALES

Title: TREASURER / CFO

## **PLAN OF MERGER**

The following Plan of Merger is submitted in compliance with Sections 605.1022 and 607.1104, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation (the “**Surviving Corporation**”) is:

Name

Jurisdiction and Type

CV Technology, Inc.

A Florida for profit corporation

SECOND: The name and jurisdiction of the merged company (the “**Merged Company**”) is:

Name

Jurisdiction and Type

CVT Properties, L.L.C.

A Florida limited liability company

THIRD: The Merged Company shall be merged with and into the Surviving Corporation whereupon the separate existence of the Merged Company shall cease. The Surviving Corporation shall continue to be governed by the laws of the State of Florida. The merger shall be effective as of December 27, 2018 (the “**Effective Date**”).

FOURTH: The manner and basis of converting the membership interests (the “**Membership Interests**”) of the Merged Company and the Surviving Corporation into the interests, shares, obligations or other securities of the Surviving Corporation, in whole or in part, is as follows:

(a) At the Effective Date, all of the outstanding Membership Interests of the Merged Company shall, by virtue of the Merger, and without any action on the part of the holder thereof, cease to be outstanding and shall be cancelled.

(b) At the Effective Date, the outstanding stock of the Surviving Corporation shall remain outstanding and shall constitute all of the outstanding stock of the Surviving Corporation.

FIFTH:

(a) The Articles of Incorporation and Bylaws of the Surviving Corporation as they shall exist on the Effective Date of this merger shall be and remain the Articles of Incorporation and Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

(c) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the Merged Company shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Company shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Company respectively. The Merged Company hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Company acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers, members and managers of the Merged Company and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Company or otherwise to take any and all such action.

(d) Upon the merger becoming effective, all debts, liabilities, or other obligations of the Merged Company shall be transferred to, and become obligations of the Surviving Corporation, without further act or deed and every other obligation of the Surviving Corporation and Merged Company whether known or unknown shall be effectively the obligation of the Surviving Corporation as they were of the Surviving Corporation and the Merged Company respectively.

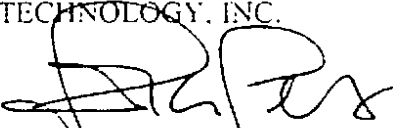
SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be terminated and abandoned by either party at any time prior to the time that this merger becomes effective. This Agreement may be amended by the Surviving Corporation or the Merged Company any time prior to the time that this merger becomes effective.

SEVENTH: This Plan of Merger may be executed in any number of counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

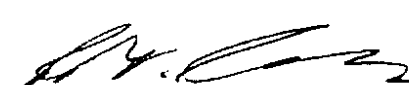
***/SIGNATURE PAGE FOLLOWS/***

IN WITNESS WHEREOF, this Plan of Merger has been duly executed and delivered by the duly authorized officers of the parties hereto as of the Effective Date.

**SURVIVING CORPORATION**  
CV TECHNOLOGY, INC.

By:   
Print Name: MARIANO MORALES  
Print Title: TREASURER / CFO

**MERGED COMPANY**  
CVT PROPERTIES, L.L.C.

By:   
Print Name: Robert V. Cudnik, Jr.  
Print Title: Manager / V.P.