

P94000074322

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

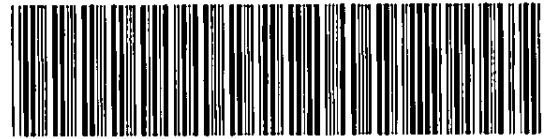
(Business Entity Name)

(Document Number)

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

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2024 MAR 29 AM 9:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

A. RAMSEY

APR -1, 2024

**CT CORP**  
**(850) 656-4724**  
**3458 lakesore Drive**  
**Tallahassee, FL 32312**

**Date:** 03/29/2024

Acc#120160000072

*mic SW*

Name:	The CSI Companies, Inc.
Document #:	
Order #:	15462687 - 5

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
	Plain: <input checked="" type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications:

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Availability _____
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Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **70.00**

Thank you!

# ARTICLES OF MERGER

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

CLERK OF STATE  
TALLAHASSEE, FLORIDA

**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>The CSI Companies, Inc.</u>	<u>FL</u>	<u></u>	<u>P94000074322</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>RGF Staffing Delaware, Inc.</u>	<u>DE</u>	<u></u>	<u>4831120</u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

**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 limited 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:

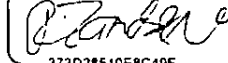
The CSI Companies, Inc.

RGF Staffing Delaware, Inc.

Signature(s):



DocuSigned by:



373D28540E8C49E...

Typed or Printed  
Name of Individual:

Chris Flakus

Rob Zandbergen

Corporations:

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

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 (this "*Agreement*"), effective March 28, 2024 (the "*Effective Date*"), is between RGF Staffing Delaware, Inc. (the "*Merged Corporation*"), and The CSI Companies, Inc., a Florida corporation and wholly owned subsidiary of the Merged Corporation (the "*Surviving Corporation*" and, together with the Merged Corporation, the "*Parties*").

1. Merger. On the Effective Date, and following the approval and adoption of the transactions contemplated by this Agreement by the sole stockholder of the Merged Corporation, the Merged Corporation will merge with and into the Surviving Corporation, with the Surviving Corporation as the surviving entity (the "*Merger*"), whereupon the separate existence of the Merged Corporation will cease and the Surviving Corporation will continue to exist and be governed by the laws of the State of Florida.

2. Effective Time. The Parties will cause the Merger to be consummated by filing: (i) pursuant to the laws of the State of Delaware, a Certificate of Merger with the Secretary of State of the State of Delaware in the form attached hereto as Exhibit A, and (ii) pursuant to the laws of the State of Florida, Articles of Merger with the Florida Department of State, Division of Corporations, in the form attached hereto as Exhibit B. The Merger will be effective upon the filing of the foregoing.

3. Effect of Merger. The Merger will have the effect as set forth in the laws of the state of incorporation of the Parties. Without limiting the generality of the foregoing and subject thereto, on the Effective Date, by virtue of the Merger and without any further action on the part of any Party:

(a) the organizational documents of the Surviving Corporation in effect immediately prior to the Effective Date (including any certificate of incorporation or bylaws) will be the organizational documents of the surviving entity following the Merger until amended in accordance with the laws of the State of Florida and the Surviving Corporation's organizational documents;

(b) all of the equity interests of the Merged Corporation existing immediately prior to the effective time will, without any action on the part of the Merged Corporation or any other person, be canceled, retired and will cease to exist as of the effective time and no payment will be made with respect thereto;

(c) the Merger will have no effect on the equity interests of the Surviving Corporation;

(d) the name of the Surviving Corporation as of immediately prior to the Effective Date will be the name of the Surviving Corporation, as the surviving entity, following the Merger;

(e) the directors and officers of the Surviving Corporation in office immediately prior to the effective time shall be the directors and officers of the Surviving Corporation;

(f) the designated registered agent for service of process for the Surviving Corporation immediately prior to the effective time will be the registered agent for service of process for the Surviving Corporation; and

(g) all the property rights, privileges, immunities, powers and franchises of the Surviving Corporation and the Merged Corporation shall vest in the Surviving Corporation and all debts, liabilities, obligations and duties of the Surviving Corporation and Merged Corporation shall become the debts, liabilities, obligations and duties of the Surviving Corporation.

4. Tax Treatment. The Parties intend that the Merger be treated for U.S. federal income tax purposes as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986 (the "*Code*").

5. Plan of Reorganization. The Parties intend that this Agreement, together with the accompanying documents set forth in the exhibits hereto, constitute, and hereby agree to adopt as, a "plan or reorganization" within the meaning of Section 368(a) of the Code and Treasury Regulations Sections 1.368-1(c), 1.368-2(g) and 1.368-3(a).

6. Service of Process. The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Surviving Corporation arising from the Merger, and irrevocably accepts services of process in any such suit or proceeding. The Secretary of State shall mail a copy of any such process to the Surviving Corporation at: c/o Cogency Global Inc., 115 North Calhoun St., Suite 4, Tallahassee, Florida 32301.

7. Counterparts. This Agreement may be executed in multiple counterparts (including by facsimile or .pdf signature), each of which is an original and which collectively are a single instrument. Once executed, this Agreement is effective as of the Effective Date.

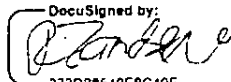
8. Governing Law. This Agreement shall be governed by, and construed and interpreted in accordance with the laws of the State of Delaware and so far as applicable, the merger laws of the State of Florida.

*[Signature Page Follows]*

IN WITNESS WHEREOF, a duly authorized officer of each of the Parties has executed and delivered this Agreement as of the date first written above.


**MERGED CORPORATION:**

**RGF Staffing Delaware, Inc.**

By:  DocuSigned by:  
373028540EBC49E...  
Name: Rob Zandbergen  
Title: President

**SURVIVING CORPORATION:**

**The CSI Companies, Inc.**

By:   
Name: Chris Flakus  
Title: Chief Executive Officer



**Exhibit A**

**Form of Certificate of Merger**

(See attached.)

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION INTO  
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of each constituent corporation is \_\_\_\_\_  
The CSI Companies, Inc., a (list jurisdiction) Florida  
corporation, and RGF Staffing Delaware, Inc., a  
Delaware Corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law.

**THIRD:** The name of the surviving corporation is \_\_\_\_\_  
The CSI Companies, Inc. a (list jurisdiction) Florida  
corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The merger is to become effective on March 28, 2024.

**SIXTH:** The executed Agreement of Merger is on file at \_\_\_\_\_  
720-4960  
an office of the surviving corporation.

**SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**EIGHTH:** The surviving foreign corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the non-surviving Delaware corporation, as well as for enforcement of any obligation of the surviving foreign corporation arising from this merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The Secretary of State shall mail any such process to the surviving corporation at  
The CSI Companies, Inc.

**IN WITNESS WHEREOF,** said surviving corporation has caused this certificate to be signed by an authorized officer, the 28th day of March, A.D.,  
FL.

By: \_\_\_\_\_  
Authorized Officer

Name: Chris Flakus, Chief Executive Officer  
Print or Type

**Exhibit B**

**Form of Articles of Merger**

(See attached.)