

P95000088447

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : THE HOGAN LAW FIRM
Account Number : 120010000137
Phone : (352) 799-8423
Fax Number : (352) 799-8294

EFFECTIVE DATE

12/30/03

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ITD OF DESTIN, INC.

Certificate of Status	1
Certified Copy	0
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TALLAHASSEE, FLORIDA

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12/26/03
Merge
of

((H03000340919 3)))

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ITD OF DESTIN, INC.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Deborah Hogan

(Name of person)

The Hogan Law Firm

(Name of firm/company)

20 South Broad Street

(Address)

Brooksville, FL 34601

(City/state and zip code)

For further information concerning this matter, please call:

Deborah Hogan

(Name of person)

at

(352)

799-8423

(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)	<u>EFFECTIVE DATE</u>
ITD of Destin, Inc.	Florida	P95000088447	12/30/03

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Surge Suppression, Inc.	Florida	P99000025507
Surge Technology, Inc.	Florida	P01000100714

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TALLAHASSEE, FLORIDA

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 12 / 30 / 03 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 12/5/03

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

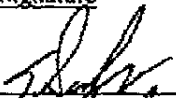


Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/5/03

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

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
ITD of Destin, Inc.		Travis L. Sanders, Director/President
Surge Technology, Inc.		Travis L. Sanders, Director/President
Surge Technology, Inc.		Travis L. Sanders, Director/President

PLAN OF MERGER

The terms and conditions of the Plan of Merger between **ITD OF DESTIN, INC.**, a Florida Corporation ("Surviving Corporation"), **SURGE SUPPRESSION, INC.**, a Florida corporation ("Absorbed Corporation"), and **SURGE TECHNOLOGY, INC.**, a Florida corporation ("Absorbed Corporation") and is submitted in accordance with section 607.1101 F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

RECITALS

WHEREAS, **ITD OF DESTIN, INC.** is a corporation organized and existing under the laws of the State of Florida. Its principal office is located at 109 Melvin Street, Suite C, Destin, Florida, 32541.

WHEREAS, **SURGE SUPPRESSION, INC.** is a corporation organized and existing under the laws of the State of Florida. Its principal office is at 20 South Broad Street, Brooksville, Florida 34601;

WHEREAS **SURGE TECHNOLOGY, INC.** is a corporation organized and existing under the laws of the State of Florida. Its principal office is at 20 South Broad Street, Brooksville, Florida 34601;

WHEREAS, **SURGE SUPPRESSION, INC.** has a capitalization of one hundred (100) authorized shares of common voting stock, of which sixty (60) shares are issued and outstanding;

WHEREAS, **SURGE TECHNOLOGY, INC.** has a capitalization of one thousand (1,000) authorized shares of common voting stock, of which one thousand (1,000) shares are issued and outstanding;

WHEREAS, ITD OF DESTIN, INC. has a capitalization of one hundred thousand (100,000) authorized shares of common voting stock, of which sixty-one thousand (61,000) shares are issued and outstanding.

NOW, THEREFORE, in consideration of the foregoing and the mutual promises contained herein, subject to the conditions set forth in this Plan of Merger, the parties agree as follows:

1. The above recitals are incorporated herein by reference as if fully set forth in *haec verba*.
2. The name and jurisdiction of the Surviving Corporation shall be : ITD OF DESTIN, INC., 109 Melvin Street, Suite C, Destin, Okaloosa County, Florida, 32541.
3. The name and jurisdiction of each merging corporations are: SURGE SUPPRESSION, INC., 20 South Broad Street, Brooksville, Hernando County, Florida 34601 and SURGE TECHNOLOGY, INC., 20 South Broad Street, Brooksville, Hernando County, Florida 34601;
4. The terms and conditions of the merger are as follows:
 - (a) The Board of Directors of the above-named corporations deem it desirable and in the best interests of the corporations and shareholders that SURGE TECHNOLOGY, INC. and SURGE SUPPRESSION, INC. be merged into ITD OF DESTIN, INC. This merger will be pursuant to the provisions of Fla. Stat. § 607.1101, *et seq*.
 - (b) SURGE TECHNOLOGY, INC. will merge with ITD OF DESTIN, INC. which will be the surviving corporation.

- (c) SURGE SUPPRESSION, INC. will merge with ITD OF DESTIN, INC. which will be the surviving corporation.
- (d) On the effective date of the merger, the separate existence of the absorbed corporations will cease and the surviving corporation will succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of the absorbed corporations without the necessity for separate transfer. The surviving corporation will then be responsible and liable for all liabilities and obligations of the absorbed corporations. Neither the rights of creditors, nor any liens on the property of the absorbed corporations will be impaired or affected by the merger. The purpose, county and location of the principal office for the transaction of business shall be as appears in the Certificate of the Corporation as amended as set forth in this Plan of Merger.

The Articles of Incorporation shall be, on the effective date of merger, amended and restated as attached hereto.

5. The surviving corporation's bylaws will continue to be its bylaws following the effective date of the merger.

6. The manner and basis of converting the shares of the absorbed corporation into shares of SURGE SUPPRESSION, INC. shall be as follows:

- (a) Each share of common stock with a par value of \$1.00 per share of SURGE SUPPRESSION, INC. issued and outstanding on the effective date of merger

shall continue to be one share of common stock with a par value of \$1.00 per share of the surviving corporation, and;

- (b) Each share of common stock with a par value of \$1.00 per share of SURGE TECHNOLOGY, INC. issued and outstanding on the effective date of merger shall be changed and converted into \$1.00 shares of common stock with a par value of \$1.00 per share of the surviving corporation, which shares of common stock of the surviving corporation shall then be issued and outstanding; provided however, that no fractional shares of the surviving corporation shall be issued. In lieu of issuance of fractional shares to which any holder of common stock of SURGE TECHNOLOGY, INC. would otherwise be entitled as a result of this conversion, a payment in cash shall be made equal to the value of such fraction based on the market value of such common stock on the effective date.
- (c) After the effective date of the merger, holders of certificates for shares of common stock in SURGE SUPPRESSION, INC. and SURGE TECHNOLOGY, INC. shall surrender them to the surviving corporation or its duly appointed agent in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue in exchange for them, a certificate of shares of common stock in the surviving corporation representing the number of shares of such stock to which the holder shall be entitled as set forth above.

- (d) In addition, such shareholder shall be entitled to receive all dividends on such shares of common stock of the surviving corporation which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate of such common stock. Holders of certificates of common stock of Absorbed Corporations shall not be entitled to dividends payable on shares of stock in the surviving corporation unless and until the shareholders of such certificates have been issued certificates of common stock of the surviving corporation as provided above.

7. The names and addresses of the persons who shall constitute the board of directors of the surviving corporation and shall hold office until the first annual meeting of the shareholders of the surviving corporation are as follows:

- (1) Travis Sanders
P.O. Box 1212
Destin, FL 32540

8. This Plan of Merger was submitted to the shareholders of the above-named corporations for their approval in the manner provided in the respective corporations' bylaws and the laws of the State of Florida at a meeting held on December 5, 2003.

9. None of the corporations will, prior to the effective date of this merger, engage in any activity or transaction other than the ordinary course of business and shall not pay dividends. All parties shall take all actions necessary or appropriate under Florida law to consummate this merger.

10. The effective date of this merger will be the date when articles of merger are filed with the Secretary of State for the State of Florida or December 30, 2003, whichever is later.

Executed this 24th day of December, 2003

Signed, sealed and delivered
in the presence of:

Suzanne McGraw
Dennis M. Strand
Suzanne McGraw
Dennis M. Strand

Suzanne McGraw
Dennis M. Strand
Suzanne McGraw
Dennis M. Strand

Suzanne McGraw
Dennis M. Strand
Suzanne McGraw
Dennis M. Strand

00010001 WPO

SURGE TECHNOLOGY, INC.

By: [Signature]
Travis L. Sanders, Director

By: [Signature]
Travis L. Sanders as Trustee of the Travis
L. Sanders Revocable Inter Vivos Trust
w/a/d/ April 25, 2000, Shareholder

SURGE SUPPRESSION, INC.

By: [Signature]
Travis L. Sanders, Director

By: [Signature]
Travis L. Sanders as Trustee of the Travis
L. Sanders Revocable Inter Vivos Trust
w/a/d/ April 25, 2000, Shareholder

ITD OF DESTIN, INC.

By: [Signature]
Travis L. Sanders, Director

By: [Signature]
Travis L. Sanders as Trustee of the Travis
L. Sanders Revocable Inter Vivos Trust
w/a/d/ April 25, 2000, Shareholder

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ITD OF DESTIN, INC.**

**ARTICLE I
NAME**

The name of the corporation shall be: **ITD OF DESTIN, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business is:

109 Melvin Street, Suite C, Destin, FL 32541

The mailing address of business is:

P.O. Box 1212, Destin, FL 32540

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized is: any and all lawful business.

**ARTICLE IV
SHARES**

The number of shares of stock is: 100,000.

**ARTICLE V
OFFICERS AND/OR DIRECTORS**

Travis L. Sanders - Director/President/Secretary/Treasurer
P.O. Box 1212
Destin, FL 34540

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No. 7030 P. 12

ARTICLE VI
REGISTERED AGENT

The name and Florida street address of the registered agent is:

Travis L. Sanders
27 Indian Bayou Drive
Destin, FL 32541

The date of each amendment adoption: December 5, 2003.

Effective date: Date of filing or December 30, 2003, whichever is later.

Adoption of Amendments: The amendment was approved by the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval.

Signed this 24 day of December, 2003

By: _____


Travis L. Sanders, President/Director

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