

P97000012828

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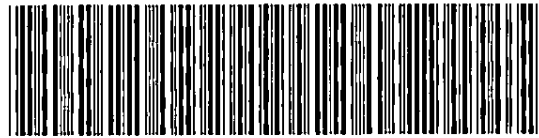
(Business Entity Name)

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merger

FILED
2018 NOV 26 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FL

RW

SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 11/26/2018

****WALK IN****

ENTITY NAME LYNCH BROTHERS LICENSING CORPORATION

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$70.00

CHECK # 5468

Please call Tina at the above number for any issues or concerns. Thank you so much!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Lynch Brothers Licensing Corporation (Tennessee Corporation)
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Brenda Hodges Binder, Paralegal

Contact Person

Miller & Martin PLLC

Firm/Company

832 Georgia Avenue, Suite 1200

Address

Chattanooga, TN 37402

City/State and Zip Code

brenda.binder@millermartin.com

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

For further information concerning this matter, please call:

Brenda Hodges Binder, Paralegal

Name of Contact Person

At (423) 785-8257

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

FILED

ARTICLES OF MERGER
(Profit Corporations)

2018 NOV 26 AM 9:26

SECRETARY OF STATE
Tallahassee, FL

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, FL 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)
Lynch Brothers Licensing Corporation	Tennessee	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Lynch Brothers Licensing Corporation	Florida	P97000012828

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 / 2019 (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 November 7, 2018.

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 November 7, 2018.

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

Lynch Brothers Licensing
Corporation

Christopher Lynch
Christopher Lynch

Christopher Lynch, Chief Executive Officer

Lynch Brothers Licensing
Corporation

Christopher Lynch, Chief Executive Officer

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Lynch Brothers Licensing Corporation</u>	<u>Tennessee</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Lynch Brothers Licensing Corporation</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

In accordance with the provisions of the Plan of Merger, the Florida Business Corporations Act and the Tennessee Business Corporation Act, Lynch Brothers Licensing Corporation, a Florida corporation ("Lynch FL") shall be merged with and into Lynch Brothers Licensing Corporation, a Tennessee corporation ("Lynch TN"). The separate corporate existence of the Florida entity shall cease to exist and Lynch Brothers Licensing Corporation, the Tennessee corporation, shall survive the Merger and be governed by the laws of the State of Tennessee.

At the Effective Time of the Merger, all the property, rights, privileges, powers and franchises of the Florida entity shall vest in Lynch Brothers Licensing Corporation, the Tennessee Surviving Entity, and all debts, liabilities, restrictions and duties of the Florida entity shall become the debts, liabilities, restrictions and duties of the Surviving Entity.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) At the Effective Time, each share of Common stock of Lynch FL issued and outstanding immediately prior to the Effective Time shall be canceled whether or not the certificate therefore is surrendered; (b) at the Effective Time, each share of Common stock of Lynch TN whose shares were outstanding immediately before the Effective Time of the merger will hold the same number of shares, with identical designations, preferences, limitation, and relative rights, immediately after the merger; and (c) at the Effective Time, there will be no conversion of the shares of Lynch FL stock into shares of stock of Lynch TN.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

The Charter and Bylaws of Lynch TN as in effect immediately prior to the Effective Time of the Merger shall be the Charter and Bylaws, respectively, of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law.

The board of directors and officers of Lynch TN immediately prior to the Effective Time of the Merger shall continue as the board of directors and officers of the Surviving Entity until their respective successors have been duly appointed or elected or until as otherwise provided by law or the governing documents of the Surviving Entity.

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: