

P98000007756

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400187484894

11/10/10--01020--021 **70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
10 NOV 10 PM 12:01

N. Culligan NOV 12 2010

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Royal Foam, Inc.
Name of Surviving Party

Please return all correspondence concerning this matter to:

Jason A. Burgess
Contact Person

The Law Offices of Jason A. Burgess, LLC
Firm/Company

2350 Park Street
Address

Jacksonville, Florida 32204
City, State and Zip Code

jason@jasonaburgess.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jason at (904) 521-9868
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

10 NOV 10 PM 12: 01

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Royal Foam, LLC <u>LD9-8677</u>	<u>Florida</u>	<u>Limited Liability Company</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Royal Foam, Inc. <u>P98-7756</u>	<u>Florida</u>	<u>Domestic Profit</u>

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the 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:

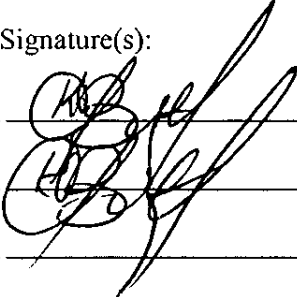
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Royal Foam, LLC		Viacheslav Kulbaka
Royal Foam, Inc.		Viacheslav Kulbaka

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 a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Royal Foam, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Royal Foam, Inc.	Florida	Domestic Profit

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

The merger was 100% approved by the surviving and merging companies. The Articles of Incorporation and the By-Laws of the surviving corporation shall remain the same and shall govern the corporation after merger. The officers and directors will remain the same after the merger. The surviving company shall be liable for all liabilities and obligations of the merging company. All property of the merged company shall become property of the surviving company. The surviving company shall be substituted in any proceeding against the merging company.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The shareholders of the merging company shall surrender their interest in the
merging company to the surviving company. The surviving company shall issue
the merging shareholders new shares equal to the previous shares in value in the
new company.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Not Applicable. No right to acquire is a condition of this merger.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not Applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not Applicable

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None other than contained herein.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
10 NOV 10 PM 12:01

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Not Applicable.

(Attach additional sheet if necessary)