

P990000/0859

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

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T. LEWIS

Arlington LAW GROUP

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February 29, 2012

VIA FIRST CLASS MAIL

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

Re: Password Communications, Inc.

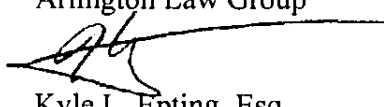
To Whom It May Concern:

Please see the enclosed Articles of Merger for Password Communications, Inc. (Florida - #P99000010859) and Password Communications Inc. (Virginia – SCC ID#0747336). Please direct all questions and return all correspondence concerning this matter to me at the contact information in the heading of this letter.

If there are any issues or concerns with these documents, or there is anything that I can do to help keep the process moving along, please do not hesitate to contact me.

Sincerely,

Arlington Law Group



Kyle L. Epting, Esq.
Attorney

Enclosures:

- Articles of Merger with Exhibits
- Check for \$70.00 as filing fee

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, Florida Statutes.

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

Password⁵ Communications, Inc., a Virginia Corporation ("Passwords")

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

Password⁵ Communications, Inc., a Florida Corporation ("PCI")
Document # P99000010859

Third: The Plan of Merger as executed by each entity is attached below as Exhibit A (Florida corporation) and Exhibit B (Virginia corporation).

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by **surviving** corporation

The Plan of Merger was adopted by the board of directors of the surviving corporation on February 22, 2012, and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 22, 2012.

Seventh: SIGNATURES

IN WITNESS WHEREOF, these Articles have been executed by the merging corporate parties as of the date below.

Passwords Communications, Inc., Virginia ("Passwords")

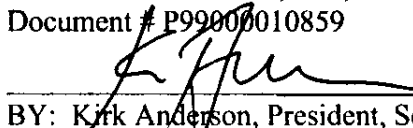
VA SCC ID # 07473366


BY: Kirk Anderson, Director

2/22/2012
Date

Passwords Communications, Inc., Florida ("PCI")

Document # P99000010859


BY: Kirk Anderson, President, Sole Shareholder and Director

2/22/2012
Date

EXHIBIT A:
EXECUTED PLAN OF MERGER (VA)

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING FOR
PLAN OF MERGER BY THE DIRECTOR OF
Passwords Communications, Inc., a Virginia Corporation**

The sole director of Passwords Communications, Inc., a Virginia S-Corporation ("Passwords"), adopts the following unanimous consent which constitutes its Plan of Merger and directs that this consent be filed with the minutes of the proceedings of Passwords:

1. Identity of the Merging Parties.

RESOLVED, that Passwords shall merge with Passwords Communications, Inc., a Florida S-Corporation ("PCI").

RESOLVED, that Passwords shall emerge as the Survivor of the Merger.

2. Terms and Conditions of the Merger.

Statement of Passwords' Structure

- A. Kirk Anderson is the sole director of Passwords.
- B. Passwords has been authorized to issue 5000 shares of Company Stock, but no shares have yet been issued.

Statement of PCI's Structure

- A. Kirk Anderson is the sole director and shareholder of PCI.

Terms and Conditions

RESOLVED, that this Plan of Merger has been adopted in order to comply with 26 USC § 368(a)(1)(F), Title XXXVI, Chapter 607 of Florida Statutes, and Title 13.1, chapter 9 of the Code of Virginia.

RESOLVED, that Passwords, as survivor, shall take the necessary action to continue the Federal Taxpayer ID number of PCI as its own Federal Taxpayer ID Number in compliance with 26 USC § 368(a)(1)(F), Rev. Rul. 64-250 and Rev. Rul. 73-526.

RESOLVED, that Passwords shall take all necessary steps to effectuate this Plan of Merger by filing articles of Merger with the Virginia State Corporation Commission and with the Florida Department of State Division of Corporations.

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3. Manner and Basis for the Conversion of Stock and other Interest

RESOLVED, that as soon as commercially feasible, PCI shall transfer all its assets to Passwords in exchange for the right to issue the 200 shares of stock of Passwords.

RESOLVED, that the receipt of Passwords' stock rights shall result in no gain or loss to PCI.

RESOLVED, that after the exchange, PCI shall immediately distribute the stock of Passwords to PCI's sole shareholder in exchange for his proportionate stock in PCI.

RESOLVED, that the receipt of Passwords' stock shall result in no gain or loss to PCI's shareholder.

IN WITNESS WHEREOF, this consent has been executed as of the date below.

Date: FEBRUARY 22, 2012



Kirk Anderson, Director

EXHIBIT B:
EXECUTED PLAN OF MERGER (FL)

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING FOR
PLAN OF MERGER BY THE SOLE DIRECTOR AND SHAREHOLDER OF
Passwords Communications, Inc., a Florida Corporation**

The sole director of Passwords Communications, Inc., a Florida S-Corporation ("PCI"), adopts the following unanimous consent which constitutes its Plan of Merger and directs that this consent be filed with the minutes of the proceedings of PCI:

1. Identity of the Merging Parties.

RESOLVED, that PCI shall merge with Passwords Communications, Inc., a Virginia S-Corporation ("Passwords").

RESOLVED, that Passwords shall emerge as the Survivor of the Merger.

2. Terms and Conditions of the Merger.

Statement of Passwords's Structure

1. Kirk Anderson is the sole director of Passwords.
2. Passwords has been authorized to issue 5000 shares of Company Stock, but no shares have yet been issued.

Statement of PCI's Structure

- A. Kirk Anderson is the sole director and shareholder of PCI.

Terms and Conditions

RESOLVED, that this Plan of Merger has been adopted in order to comply with 26 USC § 368(a)(1)(F), Title XXXVI, Chapter 607 of Florida Statutes, and Title 13.1, chapter 9 of the Code of Virginia.

RESOLVED, that Passwords, as survivor, shall take the necessary action to continue the Federal Taxpayer ID number of PCI as its own Federal Taxpayer ID Number in compliance with 26 USC § 368(a)(1)(F), Rev. Rul. 64-250 and Rev. Rul. 73-526.

RESOLVED, that Passwords shall take all necessary steps to effectuate this Plan of Merger by filing articles of Merger with the Virginia State Corporation Commission and with the Florida Department of State Division of Corporations.

3. Manner and Basis for the Conversion of Stock and other Interest

RESOLVED, that as soon as commercially feasible, PCI shall transfer all its assets to Passwords in exchange for the right to issue the 200 shares of stock of

Passwords.

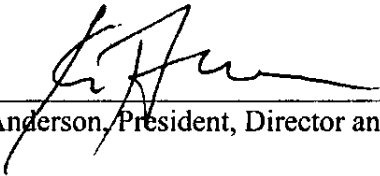
RESOLVED, that the receipt of Passwords's stock rights shall result in no gain or loss to PCI.

RESOLVED, that after the exchange, PCI shall immediately distribute the stock of Passwords to PCI's sole shareholder in exchange for his proportionate stock in PCI.

RESOLVED, that the receipt of Passwords's stock shall result in no gain or loss to PCI's shareholder.

IN WITNESS WHEREOF, this consent has been executed as of the date below.

Date: FEBRUARY 22, 2012



Kirk Anderson, President, Director and Sole Shareholder