

P99 000108939

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

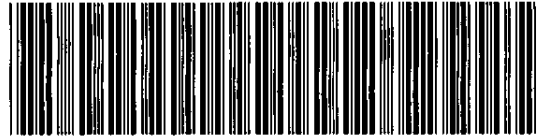
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



300255102043

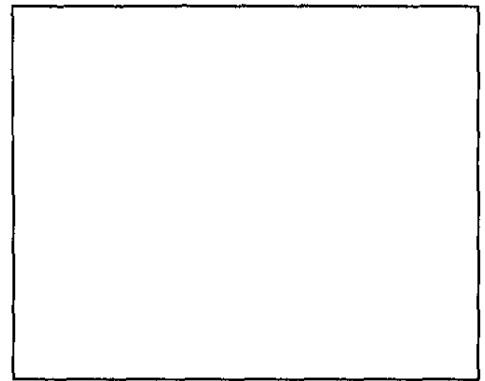
12/31/13--01010--025 \*\*78.75

RECEIVED  
OFFICE OF STATE  
SECRETARY OF FLORIDA  
2013 DEC 31 PM 12:42  
TO ASSESSMENT  
DIVISION OF FILING

mergr  
JAN 02 2014  
R. WHITE

FILED  
13 DEC 31 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
PHONE (850)364-8000



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

SUCCINT HOLDINGS, INC.

CK# 6280 FOR \$78.75

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

☒ XXX CERTIFIED COPY

☐ STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials

FILED  
13 DEC 31 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER**  
**MERGING**  
**THUNDERCLAP PROPERTIES INC., a Florida corporation**  
**INTO**  
**SUCCINCT HOLDINGS, INC., a Florida corporation**

Merger of THUNDERCLAP PROPERTIES INC., a Florida corporation (hereinafter "THUNDERCLAP"), into SUCCINCT HOLDINGS, INC., a Florida corporation (hereinafter "SUCCINCT"). This merger is being effected pursuant to this Agreement and Plan of Merger ("Agreement and Plan") in accordance with Section 607.1101 of the Florida Business Corporation Act.

1. Articles of Incorporation. Except as stated in item four (4) below, the Articles of SUCCINCT shall, without any changes, be the Articles of the surviving corporation from and after the date this Agreement and Plan becomes effective, which date shall be the date on which Articles of Merger are filed with the Secretary of State of the State of Florida, until amended as permitted by law.
2. Distribution to Stockholders of the Constituent Corporations. Upon the date this Agreement and Plan becomes effective, each share of THUNDERCLAP's common stock that shall be issued and outstanding at that time shall without more be notionally converted into and exchanged, pro-rata, for SUCCINCT's common stock. By operation of law, all of THUNDERCLAP's common stock so converted and exchanged, pro-rata, for SUCCINCT's common stock shall be cancelled and THUNDERCLAP shall cease to exist as a corporate entity. Each share of SUCCINCT's common stock that is issued and outstanding on the date

Agreement and Plan of Merger

Merging THUNDERCLAP PROPERTIES INC., a Florida corporation  
into SUCCINCT HOLDINGS, INC., a Florida corporation

Page 2

this Agreement and Plan becomes effective shall remain outstanding. THUNDERCLAP and SUCCINCT may hereinafter be referred to collectively as the "Constituent Corporations."

3. Satisfaction of Rights of THUNDERCLAP's Stockholders. All shares of SUCCINCT stock into which shares of THUNDERCLAP shall have been converted, and for which THUNDERCLAP shares become exchangeable pursuant to this Agreement and Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Effect of Merger. On the date this Agreement and Plan becomes effective, the separate existence of THUNDERCLAP shall cease, and SUCCINCT shall be fully vested in THUNDERCLAP's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties.
5. Supplemental Action. If at any time after this Agreement and Plan becomes effective, THUNDERCLAP or SUCCINCT shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Agreement and Plan, the appropriate officers of THUNDERCLAP or SUCCINCT as the case may be, whether past or remaining in office, shall execute and deliver upon the request of THUNDERCLAP or SUCCINCT any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in SUCCINCT, or to otherwise carry out the provisions of this Agreement and Plan.

Agreement and Plan of Merger

Merging THUNDERCLAP PROPERTIES INC., a Florida corporation  
into SUCCINCT HOLDINGS, INC., a Florida corporation

Page 3

6. Filing With the Secretary of the State of Florida. THUNDERCLAP and SUCCINCT shall cause their Directors to execute, acknowledge and file Articles of Merger with the Secretary of State of the State of Florida, pursuant to Section 607.1105 of the Florida Business Corporation Act.
7. Amendment and Waiver. Any of the terms or conditions of this Agreement and Plan may be waived at any time by any one of the Constituent Corporations which is, or the sole stockholder of which is, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the stockholders of the Constituent Corporations by an agreement in writing executed in the same manner.
8. Termination. At any time before the date this Agreement and Plan becomes effective, this Agreement and Plan may be terminated and the merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the stockholders of the respective Constituent Corporations.

Dated this 31<sup>ST</sup> day of December, 2013.

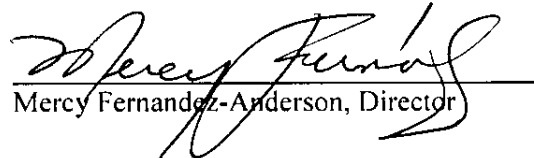
Agreement and Plan of Merger

Merging THUNDERCLAP PROPERTIES INC., a Florida corporation  
into SUCCINCT HOLDINGS, INC., a Florida corporation

Page 4

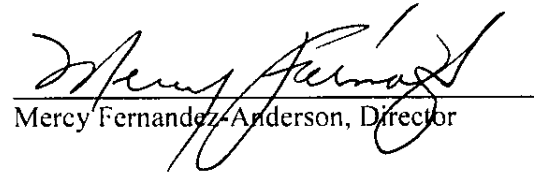
THUNDERCLAP PROPERTIES INC.,  
a Florida corporation

By:

  
Mercy Fernandez-Anderson, Director

SUCCINCT HOLDINGS, INC.,  
a Florida corporation

By:

  
Mercy Fernandez-Anderson, Director