

V13482

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S. TALLENT

JAN 03 2019

MERGER OR SHARE EXCHANGE
SUNCOR, INC.

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**ARTICLES OF MERGER
OF
SUNCOR NORTH, INC., A WISCONSIN CORPORATION F0400004662
WITH AND INTO
SUNCOR, INC., A FLORIDA CORPORATION V13482**

Pursuant to the Florida Business Corporation Act and the Wisconsin business corporation law, Suncor North, Inc. a Wisconsin corporation ("Suncor North") and Suncor, Inc., a Florida corporation ("Suncor"), hereby adopt the following Articles of Merger with respect to the merger of Suncor North with and into Suncor (the "Merger");

FIRST: The plan of merger, pursuant to the applicable provisions of the Florida Business Corporation Act, and the Wisconsin business corporation law, is as follows:

(a) At the "Effective Time" (as such term is hereinafter defined), Suncor North will be merged with and into Suncor, and Suncor will be the surviving entity of the Merger. Suncor is hereinafter sometimes referred to as the "Surviving Entity."

(b) The terms and conditions of the Merger are as follows:

(i) The Surviving Entity shall continue the corporate existence of Suncor under the laws of the State of Florida, and the Surviving Entity shall possess all of the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in any party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against any party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any party to the Merger shall be impaired by the Merger.

(ii) The Articles of Incorporation of Suncor, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Entity until thereafter amended as provided by applicable law.

(iii) The Bylaws of Suncor, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Entity until thereafter amended as provided by law.

(iv) The sole director and the officers of Suncor immediately prior to the Effective Time will be the sole director and the officers of the Surviving Entity until their successors are duly elected and qualified.

(c) The manner and basis of converting or exchanging the shares of capital stock of each party to the Merger into shares of the capital stock of the Surviving Corporation as of the Effective Time will be as follows:

(i) The sole shareholder of Suncor North will become the owner of ninety percent (90%) of the issued and outstanding shares of capital stock of Suncor; and

(ii) The two shareholders of Suncor who each own five percent (5%) of the issued and outstanding shares of capital stock of Suncor immediately prior to the Effective Time will continue to each own five percent (5%) of the issued and outstanding shares of capital stock of Suncor.

(d) The Merger will become effective on December 31, 2018 at 11:59 p.m. after the filing of Articles of Merger with the Florida Department of State (the "Effective Time").

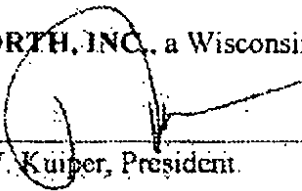
SECOND: Pursuant to the applicable provisions of the Florida Business Corporation Act and the Bylaws of Suncor, the sole director and shareholders of Suncor approved the Merger by a Written Consent, dated as of December 28, 2018, and the number of votes cast for approval was sufficient.

THIRD: Pursuant to the applicable provisions of the Wisconsin business corporation law and the Bylaws of Suncor North, the sole director and the sole shareholder of Suncor North approved the Merger by a Written Consent, dated as of December 28, 2018, and the number of votes cast for approval was sufficient.

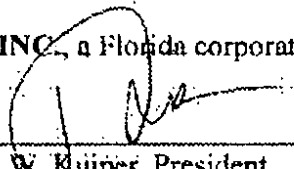
[SIGNATURES ARE ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, an authorized officer of each of the parties has executed these Articles of Merger on behalf of the parties hereto as of December 31, 2018.

SUNCOR NORTH, INC., a Wisconsin corporation

By: 
Douglas W. Kuiper, President

SUNCOR, INC., a Florida corporation

By: 
Douglas W. Kuiper, President