

# V53026

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2020 Feb-5 AM 8:38  
SEC. OF STATE, FLORIDA  
TALLAHASSEE, FLORIDA

*Merger*

FEB 06 2020  
I ALBRITTON

## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: QUANTUM MARINE ENGINEERING, INC.

\_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Davina Stauffer

\_\_\_\_\_  
Contact Person

Quantum Marine Engineering, Inc.

\_\_\_\_\_  
Firm/Company

3685 SW 30th Avenue

\_\_\_\_\_  
Address

Fort Lauderdale, Florida 33312

\_\_\_\_\_  
City/State and Zip Code

dstauffer@quantumstabilizers.com

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

For further information concerning this matter, please call:

Davina Stauffer

\_\_\_\_\_  
Name of Contact Person

At ( 954 ) 587-4205

\_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

February 4, 2020

*Via Federal Express*

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, Florida 32303

Re: Filing of Corrected Articles of Merger of Quantum Marine Engineering, Inc.  
and Quantum Stabilizers, Inc. (the "Corporations")

Dear Sir/Madam:

Enclosed for filing are an original and copy of the corrected Articles of Merger of the above-referenced Corporations (together with a copy of the letter returning the original articles).

Very truly yours,



Davina Stauffer  
Quantum Marine Engineering, Inc.

(with enclosures)

RECEIVED

2020 FEB -5 PM 12:37



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 23, 2020

TORRICELLAW  
% MAURICE J. BAUMGARTEN  
4551 PONCE DE LEON BLVD  
CORAL GABLES, FL 33146

SUBJECT: QUANTUM MARINE ENGINEERING, INC.  
Ref. Number: V53026

We have received your document for QUANTUM MARINE ENGINEERING, INC. and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 320A00001687

# **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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Quantum Marine Engineering, Inc.	Florida	V53026

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Quantum Marine Engineering, Inc.	Florida	V53026
Quantum Stabilizers, Inc.	Florida	P96000098529

**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** \_\_\_\_ / \_\_\_\_ / \_\_\_\_ (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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
December 15, 2019 \_\_\_\_\_ 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
December 15, 2019 \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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IN REPLY TO  
FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

## Quantum Marine Engineering

*[Handwritten signature]*

John V. Allen, sole Director

Quantum Stabilizers, Inc.

*[Signature]*

John V. Allen, sole Director

## **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:

Name

Jurisdiction

Quantum Marine Engineering, Inc.

Florida

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

Name

Jurisdiction

Quantum Marine Engineering, Inc.

Florida

Quantum Stabilizers, Inc.

Florida

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

See attachment A

**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:

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:

See Attachment A

Other provisions relating to the merger are as follows:

See Attachment A



### **Attachment A to Plan of Merger**

1.     **Effective Time.** The Merger shall become effective immediately upon the later of the parties causing the filing of the Articles of Merger (the "Articles") together with this Plan of Merger (the "Plan") with the Department of State of the State of Florida, in such form as is required by, and executed in accordance with the applicable Florida Statutes. The date of such filing shall be referred to as the "Effective Date."

2.     **Effect of the Merger.** Upon the Effective Date, the separate existence of Quantum Stabilizers, Inc., a Florida corporation ("QS"), shall cease, and Quantum Marine Engineering, Inc., a Florida corporation, as the surviving corporation ("QME" or the "Surviving Corporation"), shall: (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date; (ii) be subject to all actions previously taken by its and QS's Boards of Directors; (iii) succeed, without other transfer, to all of the assets, rights, powers and property of QS; (iv) continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date; and (v) succeed, without other transfer, to all of the debts, liabilities and obligations of QS in the same manner as if QME had itself incurred them, all as more fully provided under the applicable provisions of the Florida Statutes.

3.     **Articles of Incorporation.** The Articles of Incorporation of QME in effect at the Effective Time shall be the articles of incorporation of the Surviving Corporation, until such time, if any, that such articles are amended.

4.     **Bylaws.** The bylaws of QME in effect at the Effective Time shall be the bylaws of the Surviving Corporation.

5.     **Name.** The name of the Surviving Corporation, as of the Effective Date, shall be Quantum Marine Engineering, Inc.

6.     **Directors and Officers.** The director of the Surviving Corporation shall be John V. Allen. The officers of the Surviving Corporation shall be as follows subject to any subsequent changes authorized by the by-laws of the Surviving Corporation or under applicable law:

John V. Allen, President  
John Barth, Treasurer  
Byron Stauffer, Secretary  
Davina Stauffer, Chief Financial Officer  
Pete Grenfell, Chief Operating Officer  
Michael Bellinder, Vice President  
Dave Reeve, Vice President  
Alan Grant, Vice President

7.     **Further Assurances.** From time to time, as and when required by QS or by its successors or assigns, there shall be executed and delivered on behalf of QME such deeds and other instruments, and there shall be taken or caused to be taken by QME and QS such further and other actions, as shall be necessary, appropriate or convenient in order to vest or perfect in or

conform of record or otherwise by QME the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of QS and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of QME are fully authorized in the name and on behalf of QS or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

8. Abandonment. At any time before the Effective Date, this Plan may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either or both of QME and QS, notwithstanding the approval of this Plan by the shareholders of QS or the shareholders of QME, or by both. In the event of the termination of this Plan, this Plan shall become void and of no effect and there shall be no obligations on either QME or QS or their respective Board of Directors, shareholders or stockholders with respect to this Plan.

9. Amendment. The Boards of Directors of QME and QS may amend this Plan at any time prior to the filing of this Plan with the Secretary of State of Florida, provided that an amendment made subsequent to the adoption of this Plan by the stockholders or shareholders of either QME or QS shall not, unless approved by such stockholders or shareholders as required by law:

a. Alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation;

b. Alter or change any term of the Articles of Incorporation of QME to be affected by the Merger; or

c. Alter or change any of the terms and conditions of this Plan if such alteration or change would adversely affect the holders of any class or series of capital stock of either QME or QS.

10. Registered Office. The principal place of business of the Surviving Corporation shall remain 3685 SW 30th Ave., Ft. Lauderdale, Florida 33312, and the registered agent of the Surviving Corporation shall remain Maurice J. Baumgarten, Esq., 4551 Ponce de Leon Boulevard, Coral Gables, Florida 33146.

11. Governing Law. The Articles and this Plan shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida

12. Counterparts. In order to facilitate the filing and recording of the Articles and this Plan, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument. Signatures may be transmitted by facsimile or as a pdf attachment to an e-mail.