

665782

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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

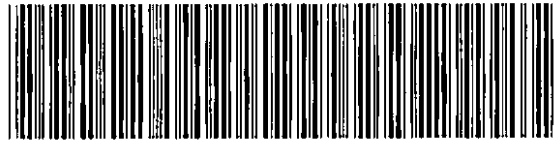
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Name:	AUDIO VISUAL INNOVATIONS, INC. - AV MARKETPLACE, INC.
Document #:	-
Order #:	11338985

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
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Ref# _____

Amount: \$ 70.00

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Audio Visual Innovations, 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:

Sharon Moy
Contact Person

Paul Hastings LLP
Firm/Company

71 S. Wacker Drive, 45th Floor
Address

Chicago, IL 60606
City/State and Zip Code

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

For further information concerning this matter, please call:

Sharon Moy At (312) 499-6086
Name of Contact Person Area Code & Daytime Telephone Number

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

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

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

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)
Audio Visual Innovations, Inc.	Florida	665782

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
AV Marketplace, Inc.	Florida	P98000059442

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 12 / 31 / 2018 (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.)

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 18, 2018 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 18, 2018 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

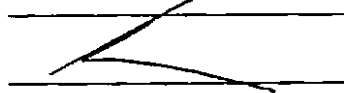
Typed or Printed Name of Individual & Title

Audio Visual Innovations, Inc.



Steven Palmer, Chief Financial Officer and Treasurer

AV Marketplace, Inc.



Steven Palmer, Chief Financial Officer and Treasurer

AGREEMENT AND PLAN OF MERGER

This **Agreement and Plan of Merger** (this "**Agreement**") is made and entered into as of December 18, 2018, pursuant to Sections 607.1101 and 607.1104 of the Florida Business Corporation Act (the "**Florida Act**"), by and among AV Marketplace, Inc., a Florida corporation ("**Marketplace**"), Audio Visual Innovations, Inc., a Florida corporation ("**AVI**"), and AVI-SPL, Inc., a Florida corporation (the "**Parent**").

WITNESSETH:

WHEREAS, the Parent owns one hundred percent (100%) of the issued and outstanding capital stock of each of Marketplace and AVI;

WHEREAS, the Parent desires to merge Marketplace with and into AVI (the "**Merger**"), following which AVI shall be the surviving entity; and

WHEREAS, the Board of Directors of the Parent has determined that it is in the best interests of the Parent and AVI to consummate the Merger, upon the terms and subject to the conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing premises and the covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. The Merger.

1.1 The Merger. At the Effective Time (as defined herein), Marketplace shall merge with and into AVI, the separate existence of Marketplace will cease, and AVI shall be the surviving entity (hereinafter sometimes referred to as the "**Surviving Entity**").

1.2 Effective Time. Promptly following the execution of this Agreement, the Surviving Entity shall cause (a) articles of merger, in the form attached hereto as **Exhibit A** (the "**Florida Articles of Merger**"), to be filed with the Secretary of State of the State of Florida in accordance with the applicable requirements of the Florida Act. The Merger shall become effective as of December 31, 2018 at 12:01 a.m., Eastern Standard Time (the "**Effective Time**"). The Effective Time of the Merger shall be stated in the Florida Articles of Merger.

1.3 Cancellation of Shares. At the Effective Time, by virtue of the Merger and without further action, each share of capital stock of Marketplace that is issued and outstanding immediately prior to the Merger shall be cancelled without consideration.

2. The Surviving Entity.

2.1 Articles of Incorporation. As of the Effective Time, the Articles of Incorporation of AVI, as in effect at the Effective Time, shall continue in full force and

effect as the Articles of Incorporation of the Surviving Entity, unless and until amended in accordance with applicable law.

2.2 Bylaws. As of the Effective Time, the bylaws of AVI (the "Bylaws"), as in effect at the Effective Time, shall continue in full force and effect as the Bylaws of the Surviving Entity, unless and until amended in accordance with its terms and applicable law.

2.3 Officers and Directors. The officers and directors of AVI immediately prior to the Effective Time shall, from and after the Effective Time, be the officers and directors of the Surviving Entity and shall hold their positions until their respective successors are duly elected or appointed and qualified as set forth in the Articles of Incorporation and Bylaws.

3. **Transfer and Conveyance of Assets and Assumption of Liabilities.**

3.1 Transfer, Conveyance and Assumption. At the Effective Time, without further transfer, the Surviving Entity shall succeed to and possess all of the rights, privileges and powers of Marketplace, and all of the assets and property of whatever kind and character of Marketplace shall vest in the Surviving Entity without further act or deed. Thereafter, the Surviving Entity shall be liable for all of the liabilities and obligations of Marketplace, and any claim or judgment against Marketplace may be enforced against the Surviving Entity.

3.2 Further Assurances. At any time, and from time to time, after the Effective Time, the officers of the Surviving Entity, may, in the name of Marketplace, execute and deliver or cause to be executed and delivered all such deeds, bills of sale, assignments, assurances, certificates, agreements, instruments and other writings and take or cause to be taken such further actions as the Surviving Entity may deem necessary or desirable in order to vest in the Surviving Entity title to, and possession of, any property of Marketplace acquired or to be acquired by reason or as a result of the Merger and otherwise to carry out the intent and purposes hereof, and the proper officers of the Surviving Entity are fully authorized in the name of Marketplace or otherwise to take any and all such actions.

4. **Miscellaneous.**

4.1 Headings. The headings used in this Agreement are for convenience of reference only and are not part of this Agreement and shall not be deemed in any manner to modify, explain, enlarge or restrict any of the provisions of this Agreement.

4.2 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.


4.3 Counterparts. This Agreement may be executed in separate counterparts, each of which shall be deemed to be an original and all of which shall constitute one and the same instrument. An executed counterpart delivered by facsimile or other means of electronic transmission shall have the same force and effect as an originally executed copy of such counterpart.

4.4 Complete Agreement. This Agreement contains the complete agreement among the parties hereto with respect to the Merger and supersedes all prior agreements and undertakings relating thereto.


[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto, have each caused this Agreement to be duly executed as of the year and date first above written.

AUDIO VISUAL INNOVATIONS, INC.

By: 
Name: Steven Palmer
Title: Chief Financial Officer and Treasurer

AV MARKETPLACE, INC.

By: 
Name: Steven Palmer
Title: Chief Financial Officer and Treasurer

AVI-SPL, INC.


By: 
Name: Steven Palmer
Title: Chief Financial Officer and Treasurer

Exhibit A

Florida Articles of Merger

(see attached)

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(Profit Corporations)

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<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Audio Visual Innovations, Inc.	Florida	665782

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<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
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(Attach additional sheets if necessary)

[illegible]

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Division of Corporations

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Name of Surviving Corporation

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Sharon Moy
Contact Person

Paul Hastings LLP
Firm/Company

71 S. Wacker Drive, 45th Floor
Address

Chicago, IL 60606
City/State and Zip Code

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

For further information concerning this matter, please call:

Sharon Moy At (312) 499-6086
Name of Contact Person Area Code & Daytime Telephone Number

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

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Tallahassee, Florida 32301

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Tallahassee, Florida 32314