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Division of Corporations
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MERGER OR SHARE EXCHANGE
COMPUPAY, INC.

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Merger

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CompuPay, Inc.
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to the following:

Ansley Newton
(Contact Person)

DLA Piper LLP (US)
(Firm/Company)

401 Congress Avenue, Suite 2500
(Address)

Austin, TX 78701
(City/State and Zip Code)

For further information concerning this matter, please call:

Ansley Newton At (512) 457-7043
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your documents 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

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 (the "*Surviving Corporation*") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CompuPay, Inc.	Florida	686322

SECOND: The name and jurisdiction of the merging corporation (the "*Merging Corporation*") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Paymaxx, Inc.	Tennessee	277277

THIRD: The laws of the state under which each corporation that is a party to this merger is incorporated permits such merger.

FOURTH: The Agreement and Plan of Merger (the "*Plan of Merger*") is attached hereto as Exhibit A.

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

SIXTH: The Plan of Merger was adopted by the board of directors of the Surviving Corporation on December 5, 2016 and shareholder approval was not required.

SEVENTH: The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on December 5, 2016.

[Signature Page to Follow]

FILED
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Executed on this 5th day of December, 2016.

SURVIVING CORPORATION:

COMPUPAY, INC.
a Florida corporation

By: Stephanie Bowman
Name: Stephanie Bowman
Title: Director

MERGING CORPORATION:

PAYMAXX, INC.
a Tennessee corporation

By: Stephanie Bowman
Name: Stephanie Bowman
Title: Director

EXHIBIT A

Plan of Merger:

(See attached)

AGREEMENT AND PLAN OF MERGER

By and between

COMPUPAY, INC.,
a Florida corporation,
as the Surviving Entity

and

PAYMAXX, INC.
a Tennessee corporation,
as the Merging Entity

December 5, 2016

WHEREAS, CompuPay, Inc., a Florida corporation (the "*Surviving Entity*"), was formed as a Florida corporation pursuant to Articles of Incorporation filed with the Department of State of the State of Florida on September 3, 1980.

WHEREAS, Paymaxx, Inc., a Tennessee corporation and wholly-owned subsidiary of the Surviving Entity (the "*Merging Entity*"), was formed as a Tennessee corporation pursuant to a Charter filed with the Secretary of State of the State of Tennessee on March 25, 1994.

WHEREAS, the merger of the Merging Entity with and into the Surviving Entity (the "*Merger*") has been approved by (i) the directors of the Surviving Entity and (ii) the sole shareholder and all of the directors of the Merging Entity.

NOW, THEREFORE, in consideration of the promises and the mutual agreements hereinafter set forth, the parties hereby agree as follows:

FIRST: The Merging Entity shall merge with and into the Surviving Entity, and the Surviving Entity shall survive the Merger.

SECOND: The Surviving Entity shall continue as a corporation under the Florida Business Corporation Act (the "*FBCA*").

THIRD: The Surviving Entity shall file, or cause to be filed, articles of merger with the appropriate governmental authorities and make all other filings or recordings necessary, advisable or convenient under the laws of the State of Florida to carry out and give full effect to the Merger.

FOURTH: The Surviving Entity shall file, or cause to be filed, articles of merger with the appropriate governmental authorities and make all other filings or recordings necessary, advisable or convenient under the laws of the State of Tennessee to carry out and give full effect to the Merger.

FIFTH: The Merger shall become effective (the "*Effective Time*") upon the date on which the last of the following occurs: (i) articles of merger are filed with the Florida Department of State and (ii) articles of merger are filed with the Secretary of State of the State of Tennessee.

SIXTH: The manner and basis of converting or exchanging issued and outstanding stock of the Merging Entity into different stock or other consideration shall be as follows: The separate existence of the Merging Entity shall cease and all of the respective equity interests of the Merging Entity, by virtue of the Merger and without any action by the holder thereof, shall cease to be outstanding, shall be canceled and retired without payment of any consideration therefore and shall cease to exist. Each share of capital stock of the Surviving Entity that is issued and outstanding as of the Effective Time shall remain unchanged by virtue of the Merger.

SEVENTH: The Articles of Incorporation of the Surviving Entity in effect at the time of the Merger shall remain the Articles of Incorporation of the Surviving Entity, until amended in accordance with the FBCA. The bylaws of the Surviving Entity in effect at the time of the Merger shall be the bylaws of the Surviving Entity until amended as provided therein or in accordance with the FBCA.

EIGHTH: The directors and officers of the Surviving Entity immediately prior to the Effective Time shall be the directors and officers of the Surviving Entity from and after the Effective Time and shall serve as such until the earlier of their respective death, resignation, or removal or until their respective successors are duly elected or appointed and qualified in the manner provided for in the articles of incorporation and bylaws of the Surviving Entity or as otherwise provided by the FBCA.

NINTH: This Agreement and Plan of Merger may be executed in any number of original counterparts that may be faxed, emailed or otherwise transmitted electronically with the same effect as if all parties had signed the same instrument.

TENTH: This Agreement and Plan of Merger may be abandoned prior to the Effective Time by vote of the Board of Directors of the Surviving Entity or the Board of Directors of the Merging Entity.

[signatures appear on following page]

IN WITNESS WHEREOF, the parties hereto have hereby executed and adopted this Agreement and Plan of Merger as of the date first written above.

SURVIVING ENTITY:

COMPUPAY, INC., a Florida corporation

By: Stephanie Bowman

Name: Stephanie Bowman

Title: Director

MERGING ENTITY:

PAYMAXX, INC., a Tennessee corporation

By: Stephanie Bowman

Name: Stephanie Bowman

Title: Director