

F53201

Florida Department of State
Division of Corporations
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To:

Division of Corporations
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**MERGER OR SHARE EXCHANGE
JAYSON CONCEPTS, INC.**

Certificate of Status	0
Certified Copy	1
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11 DEC 22 AM 8:05

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Merger
12/22/2014
11/11/14
TL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Vertique, 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:

Contact Person

CT Corporation

Firm/Company

Address

City/State and Zip Code

djensen@itw.com

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

For further information concerning this matter, please call:

Name of Contact Person

At (_____) _____

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)
<u>Vertique, Inc.</u>	<u>North Carolina</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Jayson Concepts, Inc.</u>	<u>Florida</u>	<u>F53201</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

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 / 2011 (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 12/16/2011 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 12/16/2011 and shareholder approval was not required.

(Attach additional sheets if necessary)

AGREEMENT OF MERGER

MERGING

Jayson Concepts, Inc.
A Florida Corporation

INTO

Vertique, Inc.
A North Carolina Corporation

AGREEMENT OF MERGER, dated this 16th day of December, 2011 made by and between **Jayson Concepts, Inc.**, a corporation organized and existing under the laws of the State of Florida (hereinafter in this agreement referred to as the "Disappearing Corporation") and **Vertique, Inc.**, a corporation organized and existing under and by virtue of the laws of the State of North Carolina (hereinafter in this agreement referred to as the "Surviving Corporation").

WITNESSETH that:

WHEREAS the board of directors of each of said corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished and in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders that Disappearing Corporation be merged into Surviving Corporation; and

WHEREAS, the provisions of Section 607.1101 of the Florida Business Corporation Act and Chapter 55 of the North Carolina Business Corporation Act authorize a merger of a domestic corporation and a foreign corporation.

NOW, THEREFORE, the corporations, parties to this agreement, have agreed and do hereby agree as follows:

FIRST: Disappearing Corporation, organized and existing under the laws of the State of Florida, shall be and hereby is merged into Surviving Corporation, organized and existing under the laws of North Carolina, and said Surviving Corporation hereby merges into itself said Disappearing Corporation; said Surviving Corporation shall be the continuing and surviving corporation and shall be governed by the North Carolina Business Corporation Act.

SECOND: The manner of converting the outstanding shares of capital stock of each of the constituent corporations into the shares or other securities of the Surviving Corporation shall be as follows:

- (a) Each share of common stock of the Disappearing Corporation which shall be outstanding on the effective date of this merger shall be canceled and no longer outstanding and the Surviving Corporation shall receive no

compensation for the canceled shares.

(b) The shares of the Surviving Corporation outstanding on the effective date of this merger shall not be changed or converted as a result of this merger, but shall remain outstanding as shares of the Surviving Corporation.

THIRD: The terms and conditions of the merger are as follows:

(a) The By-Laws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Florida and the Secretary of State of North Carolina. However, for all accounting purposes, the effective date of the merger shall be as of 11:59 p.m. on December 31, 2011.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Disappearing Corporation, including all rights relating to the purchase of the shares of Vertique, Inc. and Jayson Concept, Inc. pursuant to a Share Purchase Agreement dated April 30, 2010 and the escrow agreement related thereto, shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Disappearing Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Disappearing Corporation respectively. The Disappearing Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Disappearing Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Disappearing Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this agreement may be abandoned by either party, by appropriate resolution of its Board of

Directors at any time prior to the date of filing this Agreement or by mutual consent of the parties by appropriate resolution of their respective Boards of Directors, at any time prior to the effective date of this merger.

FIFTH: Upon the date when this agreement shall become effective, the separate existence of Disappearing Corporation shall cease and the said Disappearing Corporation shall be merged into the Surviving Corporation in accordance with this agreement of merger.


The Surviving Corporation shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the constituent corporations, and all obligations belonging to or due to each of the constituent corporations, all of which shall be vested in the surviving corporation without further act or deed. Title to any real estate or any interest therein vested in any constituent corporation shall not revert or in any way be impaired by reason of such merger or consolidation;

The Surviving Corporation shall be liable for all the obligations of each constituent corporation, including liability to dissenting shareholders;

All the rights of creditors of each constituent corporation are preserved unimpaired, and all liens upon the property of any constituent corporation are preserved unimpaired, on only the property affected by such liens immediately prior to the effective date of the merger or consolidation.

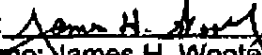
IN WITNESS WHEREOF, Jayson Concepts, Inc. and Vertique, Inc. have caused this agreement to be executed and delivered by their respective officers thereunto duly authorized, all as of the date first written above.

Jayson Concepts, Inc.

By: 
Name: James H. Wooten, Jr.
Its: Vice President & Secretary

By: 
Name: Barbara G. Siegan
Its: Assistant Secretary

Vertique, Inc.

By: 
Name: James H. Wooten, Jr.
Its: Vice President & Secretary

By: 
Name: Barbara G. Siegan
Its: Assistant Secretary