

12/29/22, 4:26 PM

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Division of Corporations
Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:
Division of Corporations
Fax Number : (850)617-6380

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (954)208-0845
Fax Number : (614)573-3996

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

Effective Date 12/31/2022

MERGER OR SHARE EXCHANGE
Jeen International Corp.

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$70.00

JAN 04 2023

D CUSHING 1/1

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Jeen International Corp.	New Jersey	Corporation	F99000005917

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Botanicals Plus, Inc.	Florida	Corporation	P2100004318

THIRD: The merger was approved by each domestic merging corporation in accordance with s 607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☒ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).



- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2022

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.

NINTH: Signature(s) for Each Party:

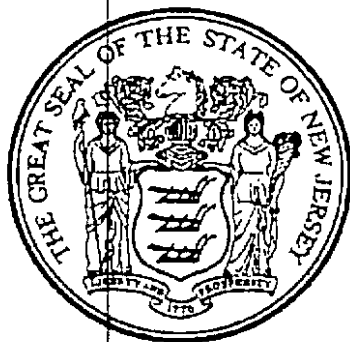
Name of Entity/Organization:	Signature(s).	Typed or Printed Name of Individual:
Jeen International Corp.		Steve Doktycz, President & CEO
Botanicals Plus, Inc.		Steve Doktycz, President & CEO

- Corporations:
- Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
- General partnerships:
- Signature of a general partner or authorized person
- Florida Limited Partnerships:
- Signatures of all general partners
- Non-Florida Limited Partnerships:
- Signature of a general partner
- Limited Liability Companies
- Signature of an authorized person

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)
0100663076

JEEN INTERNATIONAL CORP.

I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office
December 27, 2022
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
29th day of December, 2022

Elizabeth Maher Munio
State Treasurer

Certificate Number: 144584473

Verify this certificate online at

<https://www.njportal.com/DOR/businessrecords/Validate.aspx>

609-984-6850
3. max filings

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2022-12-27 16:38:45 EST

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12-29-2022

4/9

From: CLS-GTIS-Treasurer

UMC-2 Rev. 3/2013

New Jersey Division of Revenue & Enterprise Services
Certificate of Merger/Consolidation
(Profit Corporations)

FILED

DEC 27 2022

STATE TREASURER

0100663076

To file electronically:

1. Enter the information requested below and sign by typing your name in the signature field. This form can only be filed by using the free Adobe Acrobat Reader 9.1 or greater. (See the paper following this form for helpful file instructions and notes on delivery and processing of work requests.)
2. Click the "Add Attachments" button to add attachments if required. (Check the filed by field instructions in fee if you must include an attachment(s).)
3. After the form has been filled in properly, please save a copy to your computer so that you can upload the form to the State of New Jersey Division of Revenue & Enterprise Services Central Forms Repository Web application by following the instructions in the next step.
4. Click the "Open the Central Forms Repository Home Page" button to start the form submission process at the bottom of the form.
5. (If creating a new account with the Bureau of New Jersey Division of Revenue & Enterprise Services Central Forms Repository Web application, if you have a pre-existing account for application, you will need to log in before using the online Web application. Once your account is created, log in and log in to the application and follow the instructions for submitting your form and payment online.)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue & Enterprise Services office.

1. Type of Filing (check one):

☒ Merger☐ Consolidation2. Name of Surviving Business Entity: Jeen International Corp.

3. Name(s)/Jurisdiction(s) of All Participating Business Entities including Surviving Entity:

Name Jurisdiction

Jeen International Corp., New Jersey, 0100663076Identification # Assigned by
(if applicable)Botanicals Plus, Inc., Florida

000 00000000

4. Date Merger/Consolidation adopted: December 22, 2022

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name Jeen International Corp.Outstanding Shares 51

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____

Voting Against _____; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) ☒-b Corp. Name Botanicals Plus, Inc.Outstanding Shares 100

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____

Voting Against _____; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) ☒

-c Corp. Name _____

Outstanding Shares _____

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____

Voting Against _____; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) ☐

UMC-2 Rev. 3/2013
Page 2


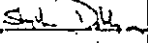
6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

7. Effective Date (see inst.): December 31, 2022

Signature	Name	Title	Date
	Steve Duktyez	President & CEO, Jeen International Corp.	12/22/22
	Steve Duktyez	President & CEO, Botanicals Plus, Inc.	12/22/22

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

AGREEMENT AND PLAN OF MERGER

PREAMBLE

The parties to this **Agreement and Plan of Merger** (this "Agreement"), dated as of December 22, 2022, are Jeen International Corp., a New Jersey corporation (the "Jeen International"), and Botanicals Plus, Inc., a Florida corporation (the "Botanicals Plus").

RECITALS

WHEREAS, Jeen International and Botanicals Plus desire to enter into a business combination pursuant to which Botanicals Plus will merge with and into Jeen International (the "Merger"), all on the terms and conditions provided in this Agreement and in accordance with the laws of the State of New Jersey and the State of Florida;

WHEREAS, Jeen International has approved the Merger;

WHEREAS, Botanicals Plus has approved the Merger; and

WHEREAS, based on the foregoing, the parties hereto desire to consummate the Merger and the transactions contemplated thereby on the terms and conditions set forth in this Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, intending to be legally bound, the parties agree as follows:

ARTICLE I THE MERGER

Section 1.01 **Merger**. At the Effective Date (as defined below), (a) Botanicals Plus shall merge with and into Jeen International, (b) Botanicals Plus's separate corporation existence shall cease, (c) Jeen International shall be the surviving corporation (the "Surviving Company"), which will exist under the laws of the State of New Jersey including, without limitation, the New Jersey Business Corporation Act (the "Act"), and (d) Jeen International shall succeed, to the full extent permitted by law, to all of Botanical Plus's rights, assets, liabilities and obligations.

Section 1.02 **Filing and Effective Date**. Provided this Agreement has not been terminated, Jeen International shall file or cause the filing of a Certificate of Merger (the "Certificate of Merger") with the State Treasurer of the State of New Jersey (the "Secretary of State") in accordance with the provisions of Section 42:2C-76 of the Act. The Merger shall become effective as of the date first written above (the "Effective Date").

Section 1.03 **Further Actions**. If, at any time after the Effective Date, Botanicals Plus shall believe or be advised that any further assignments or assurances in law or any other acts are necessary or desirable, (a) to vest, perfect, or confirm, of record or otherwise, in Jeen

International, title to and possession of any property or right of Jeen International acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Agreement, Jeen International and Botanicals Plus, and their respective members shall be deemed to have granted to Jeen International an irrevocable power of attorney to execute and deliver all such proper deeds, assignments, and assurances in law and to undertake all such acts necessary or desirable to vest, perfect or confirm, of record or otherwise, such property or rights in Jeen International and otherwise to carry out the purposes of this Agreement.

ARTICLE II. THE NEW COMPANY

Section 2.01 The Surviving Company's Certificate of Formation and Operating Agreement. Jeen International's Certificate of Formation and Operating Agreement in effect immediately prior to the Effective Date shall continue as amended in accordance with Section 2.03 hereof and shall be the Surviving Company's Certificate of Formation and Operating Agreement.

Section 2.02 The Surviving Company's Managers. Jeen International's managers in effect immediately prior to the Effective Date shall continue without change and shall be the Surviving Company's managers, until their successors have been duly elected and qualified.

Section 2.03 The Surviving Company's Name. Jeen International's name in effect immediately prior to the Effective Date shall be amended by the Certificate of Merger such that the Surviving Company's name, as of the Effective Date, shall become: "Jeen International Corp."

ARTICLE III. CANCELLATION, CONVERSION AND EXCHANGE OF MEMBERSHIP INTERESTS

Section 3.01 Cancellation and Continuance of Membership Interests. At the Effective Date, each of the following transactions shall be deemed to occur simultaneously:

(a) Jeen International. Each then issued and outstanding membership interest of Jeen International shall, by virtue of the Merger and without any action on the part of the holder thereof, continue as the same such membership interest of the Surviving Company having the same designations, preferences, limitations and rights as such membership interest of Jeen International immediately prior to the Merger.

(b) Botanicals Plus. Each then issued and outstanding equity interest of Botanicals Plus shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and no securities, obligations or membership interests of the Surviving Company or other property shall be issued in exchange therefor.

ARTICLE IV. MISCELLANEOUS

Section 4.01 Entire Agreement. This Agreement constitutes the entire agreement and supersedes all other prior agreements and understandings, both written and oral, between the parties with respect to the subject matter hereof.

Section 4.02 Termination. This Agreement may be terminated and the Merger abandoned at any time prior to the date of filing of the Certificate of Merger by mutual consent of the member of Jeen International and the member of Botanicals Plus.

Section 4.03 Parties in Interest. This Agreement shall be binding upon and inure to the benefit of and be enforceable by the parties hereto and their respective successors and assigns, and nothing in this Agreement, express or implied, is intended to confer upon any other person any rights or remedies of any nature whatsoever under or by reason of this Agreement.

Section 4.04 Assignment. Neither party hereto shall assign this Agreement by operation of law or otherwise without the other party's prior written consent.

Section 4.05 **GOVERNING LAW. THIS AGREEMENT SHALL IN ALL RESPECTS, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE, BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW JERSEY WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAW.**

Section 4.06 Severability. If any provision of this Agreement (or any portion thereof) or the application of any such provision (or any portion thereof) to any person or circumstance is held invalid, illegal or unenforceable in any respect by a court of competent jurisdiction, such invalidity, illegality or unenforceability will not affect any other provision of this Agreement (or the remaining portion thereof) or the application of such provision to any other person or circumstance.

Section 4.07 Counterparts. This Agreement may be executed in any number of counterparts and via facsimile or other similar electronic transmission, each of which will be deemed to be an original, and all of which taken together will constitute one Agreement.

[Signature Page Follows]

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

JEEN INTERNATIONAL CORP.
a New Jersey corporation

By: Steve Doktycz
Name: Steve Doktycz
Title: President & Chief Executive Officer

BOTANICALS PLUS, INC.
a Florida corporation

By: Steve Doktycz
Name: Steve Doktycz
Title: President & Chief Executive Officer