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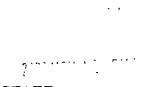
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Letter Number: 220A00022132

FLORIDA DEPARTMENT OF STATE Division of Corporations

November 5, 2020

CAMERON HUNT GOVWERX, INC. 107 N 11TH STREET TAMPA, FL 33602

SUBJECT: METANOMY, INC. Ref. Number: F15000000382

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

IN REVIEWING THE MERGER DOCUMENTATION, THERE WILL BE A TOTAL FEE OF \$70.00 DUE FOR THE MERGER. THE ONLY AMOUNT DUE WILL BE \$35.00 SINCE YOU HAVE SUBMITTED \$35.00 PREVIOUSLY. ALSO, THE TERMS AND CONDITIONS OF THE MERGER MUST BE A BIT MORE DESCRIPTIVE.

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.

Susan Tallent Regulatory Specialist II

www.sunbiz.org



2007

FLORIDA DEPARTMENT OF STATE Division of Corporations

September 17, 2020

CAMERON HUNT GOVWERX, INC. 107 N 11TH STREET, SUITE 546 TAMPA, FL 33602

SUBJECT: METANOMY, INC. Ref. Number: F15000000382

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

In order to file your document, the subject entity must first be reinstated.

THE TOTAL AMOUNT DUE TO REINSTATE IS \$420.00. TO DO SO, YOU MUST GO TO SUNBIZ.ORG. ON THE HOME PAGE SCROLL DOWN TO FILING SERVICES, CLICK ON REINSTATEMENT AND FOLLOW THE PROVIDED INSTRUCTIONS.

THE INCORRECT FORM WAS SUBMITTED FOR THE AMENDMENT. PLEASE COMPLETE THE ATTACHED FOREIGN NOT FOR PROFIT AMENDMENT DOCUMENT, OF WHICH WE ALREADY HAVE THE APPROPRIATE FEE OF \$35.00.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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.

Susan Tallent Regulatory Specialist II

Letter Number: 820A00017730



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

July 21, 2020

Re: GOVWERX, Inc. Document #N20000002610 and Metanomy, Inc. EIN #26-3839979

To Whom It May Concern,

As per attached name change, Metanomy, Inc. referenced above, wishes to change their name to GOVWERX, Inc.

GOVWERX, Inc., as also referenced above, was established as a Florida Not for Profit Corporation but was never set up as an entity with the IRS.

Cameron Hunt, Director of GOVWERX, Inc. hereby requests that the existing GOVWERX, Inc. (document number above) be dissolved, as well as attests that the GOVWERX, Inc., belongs to him and other named officers, and there is no intentions of ever revoking/reinstating the entity.

The requested results is a name change of Metanomy, Inc. to GOVWERX, Inc. and document #N20000002610 be dissolved from the system.

We appreciate your prompt attention to this matter.

Sincerely,

Cameron Hunt

President, Metanomy, Inc.

Director, GOVWERX, Inc.

State of Fl County of Hills bersee. A

The foregoing instrument was acknowledged before me

this 2/5 day of July 2020

Notary Public

My Commission Expires 02/02/2021



KEVIN MASTALSZ

MY COMMISSION # GG070549 EXPIRES February 07, 2021

COVER LETTER

e of Surviving Corporation)
nitted for filing.
matter to following:

ease call:
727 215-1685 At ()
(Area Code & Daytime Telephone Number)
additional copy of your document if a certified copy is requested
Street Address:
Amendment Section
Division of Corporations The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF MERGER (Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

<u>Name</u>	<u>Jurisdiction</u>	Document Number (If known/applicable)
GOVWERX, INC.	Florida	N20000002610
Second: The name and jurisdiction of	each merging corporation	;
Name_	Jurisdiction	Document Number (If known/applicable)
METANOMY, INC.	Colorado	F15000000382
GOVWERX, INC.	Florida	N20000002610
		5.5
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		12
Third: The Plan of Merger is attached	l .	75 23
		<u>ස</u>
Fourth: The merger shall become effe Department of State	ective on the date the Articl	les of Merger are filed with the Florida
OR 10 / 19 / 2020 (Enter a sport of the date).	pecific date. NOTE: An effective	ve date cannot be prior to the date of filing or mo

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION (COMPLETE ONLY ONE SECTION)

<u>SECTION I</u>
The plan of merger was adopted by the members of the surviving corporation on January 23rd, 2020
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 3 O AGAINST
SECTION II (CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.
SECTION III There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on The number of directors in office was The vote for the plan was as follows: FOR AGAINST
Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s) (COMPLETE ONLY ONE SECTION)
SECTION I The plan of merger was adopted by the members of the merging corporation(s) on January 23rd, 2020 The number of votes cast for the merger was sufficient for approval and the vot for the plan was as follows: 3 FOR 0 AGAINST
SECTION II (CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.
SECTION III There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on The number of directors in office was The vote for the plan was as follows: FOR AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of the chairman/ vice chairman of the board or an officer.	Typed or Printed Name of Individual & Title
METANOMY, INC.		Cameron Hunt, Director
GOVWERX, INC.		Cameron Hunt, Director

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation: Jurisdiction Name GOVWERX, INC. Florida The name and jurisdiction of each **merging** corporation: **Jurisdiction** <u>Name</u> Colorado METANOMY, INC. GOVWERX, INC. Florida The terms and conditions of the merger are as follows: METANOMY, INC. and GOVWERX, INC. shall merge and the surviving corporation will be GOVWERX, INC. a Florida Not-for-profit organization. A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows: See "Exhibit A" attached hereto Other provisions relating to the merger are as follows: See Plan for Merger attached hereto as " Exhibit B "

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION (COMPLETE ONLY ONE SECTION)

SECTION I The plan of merger was adopted by the members of the surviving corporation on January 23rd, 2020 The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: FOR 0 AGAINST **SECTION II** (CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617,0701. Florida Statutes. SECTION III There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR ____ AGAINST Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s) (COMPLETE ONLY ONE SECTION) SECTION I The plan of merger was adopted by the members of the merging corporation(s) on January 23rd, 2020 . The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 3 FOR 0 AGAINST **SECTION II** (CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes. **SECTION III** There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on ______. The number of directors in office was ______. The vote for the plan was as follows: ______FOR _____

AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of the chairman/ vice chairman of the board or an officer.	Typed or Printed Name of Individual & Title
METANOMY, INC.		Cameron Hunt, Director
GOVWERX, INC.		Cameron Hunt, Director
	- <u>-</u> -	
		

EXHIBIT "A"

PURPOSE OF CORPORTION

GOVWERX, Inc. is a not-for-profit corporation and shall be operated exclusively for scientific, educational, and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

It is the purpose of GOVWERX, Inc. is to create an innovative environment for bringing together the best minds of industry, academia, and government to collaborate and find solutions to the toughest government-related scientific and technological challenges while championing science, technology, engineering, and mathematics educations for all levels of society.

GOVWERX, Inc. is organized exclusively for scientific, educational, and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 50 l(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of GOVWERX, Inc. inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its member, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth.

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

EXHIBIT "B" AGREEMENT AND PLAN OF MERGER OF GOVWERX, INC. AND METONAMY, INC. INTO GOVWERX, INC.

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is dated as of the 19th day of October 2020, by and between METANOMY, INC., a foreign not-for profit corporation (the "Merging Corporation"), and GOVWERX, Inc., a Florida not-for-profit corporation ('Surviving Corporation").

RECITALS:

- A. The Merging Companies are not-for-profit corporations existing under the laws of the state of Florida.
- B. The Surviving Company is a not-for-profit corporation duly organized and existing under the laws of the state of Florida.
- C. The Board of Directors of METANOMY, INC., the Board of Directors of GOVWERX, Inc. (collectively the "Directors") believe that the merger of their separate and distinct corporations into the Surviving Company is in the best interests of their respective members and beneficiaries, inasmuch as their corporations share a common design and mission, and because a common corporation will permit the corporation to:
 - a. leverage a common governance structure, which will help to drive certain administrative efficiencies, including reducing the compliance and paperwork burdens;
 - b. pool the resources of the entities, including appropriately directing and overseeing the finances in the one successor corporation; and
 - c. share innovation best practices.

Companies shall merge into the Surviving Company upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable laws of the state of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and in order to consummate the transaction described above, the Merging Companies and the Surviving Company, agree as follows:

AGREEMENT

- 1. All of the foregoing Recitals are true and correct.
- 2. The Merger. At the Effective Dale (as hereinafter defined) and upon the terms and subject to the conditions contained herein end the pursuant to the laws of the state of Florida, Surviving Corporation and Merging Corporation hereby agree that Merging Corporation shall be merged with and into Surviving Corporation, whereupon the separate existence of Merging Corporation shall cease and the Surviving Corporation shall continue on as GOVWERX, Inc. (the "Merger"). The laws of the state of Florida permit the merger of the Merging Corporation and the Surviving Corporation.
- 3. Articles of Merger. Upon the approval of this Agreement, the Articles of Merger (the "Articles of Merger") shall be duly executed by the authorized persons of the Merging Corporation and the Surviving Corporation and shall be filed with the Secretary of State for the state of Florida.
- 4. Effective Date. At the Effective Date, the parties hereto shall cause the Merger to be consummated by the filing of Articles of Merger in the form attached hereto as Exhibit A with the Secretary of State of the state of Florida in Accordance with the relevant provisions of the laws of the state of Florida. The Merger shall become effective on October 19th, 2020 (the "Effective Date") for state law purposes. The Merger shall take effect as of January 01, 2021 at 12:01 a.m. for tax purposes, including the final tax returns for the Merging Corporations.
- 5. Effects of the Merger. The corporate identity, existence, purposes powers, rights, and immunities of Merging Corporation shall be merged into and vested in Surviving Corporation and, except as specifically provided for in this Agreement, including attachments, the corporate identity, existence, name, purposes, powers, rights, and immunities of Surviving Corporation shall continue unaffected and unimpaired by the Merger. Surviving Corporation shall be subject to all Merging Corporation's debts, labilities, and trust obligations in the same manner as if Surviving Corporation had itself incurred them, and all rights of creditors and all liens and trust obligations on or arising from the property of each constituent corporation shall be preserved unimpaired, as long as such liens and trust obligations on the property of Merging Corporation, if any, shall be limited to the property affected by such liens and obligations immediately before the Effective Date.
- 6. Approval. This Agreement has previously been approved by the Directors of the Merging Corporations and the Surviving Corporation. Subsequent to the execution of this Agreement by the persons authorized by the Resolutions of the Merging Corporation and the Surviving Corporation, the authorized persons shall and are hereby authorized and directed to be executed and filed such documents prescribed by the laws of the state of Florida, and to perform all such further acts as May be necessary or properly render effective the merger contemplated by this Agreement.
- 7. Corporate Name: Articles and Bylaws. From and after the Effective Date, and until changed in accordance with the Surviving Corporation's Articles of Incorporation and its Bylaws, the name of Surviving Corporation shall be GOVWERX, Inc.
- 8. Initial Board of Directors. As of the Effective Date, the name and address of the Surviving Corporation's Initial Board of Directors are as follows: Cameron Hunt, Director, Ronald T. Bates, Director & President; Timothy D. McGavern, Director and Treasurer; Anthony J. Davis, Director and Secretary

- 9. Board Meeting. The first meeting of the Board shall occur within sixty (60) days after the Effective Date.
- 10. The Surviving Corporation shall continue to operate in furtherance of the exempt purposes of both the Merging Corporation and the Surviving Corporation so that the Surviving Corporation will continue to be described in the Code Section 501(c)(3).
- 11. Amendments to Agreement. This Agreement may be amended by agreement of the Boards of Directors of the constituent corporations, including the members of the Merging Corporation, as applicable, at any time before the Effective Date.
- 12. Governing Law. This Agreement, and any dispute arising from the relationship between the parties to this Agreement, shall be governed by Florida law.
- 13. Entire Agreement. This Agreement constitutes the entire agreement of the parties, superseding any prior written or oral agreements between them on the same subject.
- 14. Counterparts. This Agreement May be executed in any number of counterparts and each such counterparts shall be deemed to be an original instrument, but all of them together shall constitute only one Agreement. The exchange of copies of this Agreement and of signature pages by facsimile or electronic transmission (i.e., email) shall constitute effective execution and delivery of this Agreement and May be used in lieu of the original Agreement for all purposes. Signatures of the parties hereto transmitted by facsimile or electronic transmission shall be deemed to be their original signatures for all purposes.
- 15. Further Acts. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger. Surviving Corporation shall from time to time, as and when requested by Merging Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

(Signatures are on the following page.)

IN WITNESS WHEREOF, the parties have executed this Agreement as of the 19th day of October, 2020.

MERGING CORPORATION

METANOMY, INC. a foreign not-for-profit corporation

Cameron Hunt. Director

SURVIVING CORPORATION

GOVWERX, INC. a Florida not-for-profit corporation

Cameron Hunt, Director & President