

P0000017570

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(Business Entity Name)

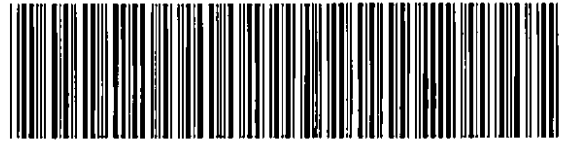
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18 JUL 25 PM 3:48

FILED

2018 JUL 25 AM 9:22

SECRETARY OF STATE
TALLAHASSEE, FL

C. GOLDEN

JUL 31 2018

CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 7/25/2018

Acc#I20160000072



Name:	Astadia, Inc.
Document #:	
Order #:	11086958

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

Amount: \$ 78.75

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Astadia Acquisition Corporation
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Garrett Truman

Contact Person

Astadia, Inc.

Firm/Company

12724 Gran Bay Parkway, Suite 300

Address

Jacksonville, FL 32258

City/State and Zip Code

garrett.truman@astadia.com

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

For further information concerning this matter, please call:

Garrett Truman

Name of Contact Person

At (877) 727-8234

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 26, 2018

CT CORP.

SUBJECT: ASTADIA, INC.
Ref. Number: P00000017570

*Corrected. Please use original
file date if possible.*

Thank you,

We have received your document for ASTADIA, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 618A00015375

RECEIVED
18 JUL 30 AM 11:14
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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.

2018 JUL 25 AM 9:22
Corporation Act.
SECRETARY OF STATE
TALLAHASSEE, FL

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Astadia Acquisition Corporation	Delaware	

Second: The name and jurisdiction of each merging corporation:

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

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger, in such form or forms as required by the relevant provisions of the Delaware General Corporation Law and the Florida Business Corporation Act, are filed with the Florida Department of State and the Secretary of State of the State of Delaware.

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 July 25, 2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on [redacted] 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 July 25, 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

Astadia Acquisition Corporation

[Signature]

Scott Silk, Chief Executive Officer

Astadia, Inc.

Sub BC

Scott Silk, Chief Executive Officer

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "**Merger Agreement**") is made as of July 25, 2018 by and between Astadia, Inc., a Florida corporation ("**Subsidiary**"), and Astadia Acquisition Corporation, a Delaware corporation ("**Parent**"). Subsidiary and Parent are hereinafter sometimes collectively referred to as the "**Constituent Entities**."

R E C I T A L S

A. Subsidiary was incorporated on February 18, 2000. Its current authorized and issued capital stock consists of 100 shares of Common Stock ("**Subsidiary Common Stock**"). Parent owns 100% of Subsidiary Common Stock.

B. Parent was incorporated on July 2, 2018.

C. The Board of Directors of Subsidiary ("**Subsidiary Board of Directors**") and the Board of Directors of Parent ("**Parent Board of Directors**") deem it advisable and to the advantage of each of the Constituent Entities that Subsidiary merge with and into Parent upon the terms and subject to the conditions set forth in this Merger Agreement with Parent being the surviving entity.

D. The Subsidiary Board of Directors, the Parent Board of Directors and stockholders of Parent have approved this Merger Agreement.

NOW, THEREFORE, the parties do hereby adopt the plan of merger set forth in this Merger Agreement and do hereby agree that Subsidiary shall merge with and into Parent on the following terms, conditions and other provisions:

1. **Merger.** At the Effective Time (as defined below), Subsidiary shall be merged with and into Parent (the "**Merger**"), the separate existence of Subsidiary shall cease, and Parent shall be the surviving entity as a result of the Merger (the "**Surviving Entity**"). The name of the Surviving Entity shall be "Astadia, Inc."

2. **Effective Time.** The Merger shall become effective upon filing a duly executed copy of a certificate of merger, in such form or forms as required by the relevant provisions of the Delaware General Corporation Law (the "**DGCL**") and the Florida Business Corporation Act (the "**Act**"), with the Secretary of State of the State of Delaware and the Florida Department of State (the "**Effective Time**").

3. **Effect of Merger.** Upon the Effective Time of the Merger, the separate existence of Subsidiary shall cease and Parent as the Surviving Entity (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall succeed, without other transfer or further act or deed, to all of the assets, rights, powers and property of Subsidiary, in the manner more fully set forth in the DGCL and the Act, (iii) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately

prior to the Effective Date of the Merger, and (iv) shall succeed, without other transfer or further act or deed, to all of the debts, liabilities and obligations of Subsidiary in the same manner as if Parent had itself incurred them, as more fully provided under the applicable provisions of the DGCL and the Act.

4. **Governing Documents.** At the Effective Time, (i) the Certificate of Incorporation of Parent shall become the Certificate of Incorporation of the Surviving Entity except that Article I of the Certificate of Incorporation of the Surviving Entity shall read as follows: "The name of this corporation is Astadia, Inc. (the "**Corporation**")." and (ii) the Bylaws of Parent (the "**Bylaws**") shall become the Bylaws of the Surviving Entity except that each instance of "Astadia Acquisition Corporation" shall be replaced with "Astadia, Inc."

5. **Board of Directors.** At the Effective Time, the Parent Board of Directors shall become the Board of Directors of the Surviving Entity and after the Effective Time shall serve in accordance with the Certificate of Incorporation and Bylaws of the Surviving Entity.

6. **Officers.** At the Effective Time, the officers of Parent shall become the officers of the Surviving Entity and after the Effective Time shall serve in accordance with the Certificate of Incorporation and Bylaws of the Surviving Entity.

7. **Cancellation of Shares of Subsidiary.** At the Effective Time, all shares of Subsidiary Common Stock outstanding immediately prior thereto shall be automatically cancelled.

8. **Further Assurances.** From time to time, as and when required by the Surviving Entity or by its successors or assigns, there shall be executed and delivered on behalf of Subsidiary such deeds, assignments and other instruments, and there shall be taken or caused to be taken by it all such further action as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Entity the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Subsidiary, and otherwise to carry out the purposes of this Merger Agreement. The officers and directors of the Surviving Entity are fully authorized in the name of and on behalf of Subsidiary, or otherwise, to take any and all such actions and to execute and delivery any and all such deeds and other instruments as may be necessary or appropriate to accomplish the foregoing.

9. **Abandonment.** At any time before the Effective Time, this Merger Agreement may be terminated and the Merger abandoned by the Parent Board of Directors or the Subsidiary Board of Directors, notwithstanding approval of this Merger Agreement by the Parent Board of Directors, the Subsidiary Board of Directors, or the stockholders of the Constituent Entities.

10. **Amendment.** At any time before the Effective Time, this Merger Agreement may be amended, by the Parent Board of Directors and the Subsidiary Board of Directors, notwithstanding approval of this Merger Agreement by the stockholders of Parent; provided, however, that any amendment made by the Parent Board of Directors and the Subsidiary Board of Directors subsequent to the adoption of this Merger Agreement by the stockholders of Parent shall not alter or change any of the principal terms of this Merger Agreement. Any other amendment to this Merger Agreement shall require the approval of the Parent Board of Directors, the Subsidiary Board of Directors, and the stockholders of Parent.

11. **Governing Law.** This Agreement shall be governed by and construed under the internal laws of the State of Delaware as applied to agreements among Delaware residents entered into and to be performed entirely within Delaware, without reference to the principles of conflicts of law or choice of laws.

12. **Counterparts.** In order to facilitate the filing and recording of this Merger Agreement, it may be executed in any number of counterparts, each of which shall be deemed to be an original.

13. **Section 607.1104 Statement.** Pursuant to Section 607.1104 (the "Section") of the Act, shareholders of the Subsidiary who, except for the applicability of the Section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Act, may be entitled, if they comply with the provisions of the Act regarding appraisal rights, to be paid the fair value of their shares.

[Remainder of Page Intentionally Blank. Signature Page Follows.]

IN WITNESS WHEREOF, this Merger Agreement is hereby executed on behalf of each of the Constituent Entities and attested by their respective officers herein duly authorized.

ASTADIA, INC.,
a Florida Corporation

By: 
Name: Scott Silk
Title: Chief Executive Officer

ASTADIA ACQUISITION CORPORATION,
a Delaware Corporation

By: 
Name: Scott Silk
Title: Chief Executive Officer