

P00000023814

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(Business Entity Name)

(Document Number)

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EFFECTIVE DATE  
12-31-14

C.L.  
1-7-15



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 2, 2015

CSC / COURTNEY WILLIAMS

SUBJECT: ONLINE HEALTHNOW, INC.  
Ref. Number: P00000023814

We have received your document for ONLINE HEALTHNOW, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You used the old form for the cross entity merger. It references 608 instead of 605. I am sending a form for your convenience.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 115A00000010

ACCOUNT NO. : I20000000195

REFERENCE : 445089 4339006

AUTHORIZATION :

COST LIMIT :

*[Signature]*  
\$ 95.00

ORDER DATE : December 31, 2014

ORDER TIME : 1:16 PM

ORDER NO. : 445089-010

CUSTOMER NO: 4339006

ARTICLES OF MERGER

SILVERCHAIR LEARNING SYSTEMS,  
LLC & REDVECTOR HOLDINGS, INC.

INTO

ONLINE HEALTHNOW, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 2, 2015

CSC / COURTNEY WILLIAMS

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: ONLINE HEALTHNOW, INC.  
Ref. Number: P00000023814

We have received your document for ONLINE HEALTHNOW, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity

EFFECTIVE DATE

12-31-14

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Silverchair Learning Systems, LLC	Delaware	LLC
RedVector Holdings, Inc.	Delaware	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
P000000023814 Online HealthNow, Inc.	Florida	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to no more than 90 days after the date this document is filed by the Florida Department of State: December 31, 2014

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

- a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Silverchair Learning Systems, LLC	<i>James Triandiflou</i>	James Triandiflou
RedVector Holdings, Inc.	<i>James Triandiflou</i>	James Triandiflou
Online HealthNow, Inc.	<i>James Triandiflou</i>	James Triandiflou

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 a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

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**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

James Triandiflou certifies that:

1. He is the Chief Executive Officer of Online HealthNow, Inc., a Florida corporation.
2. The Agreement of Merger in the form attached hereto was duly approved by the board of directors and shareholders of the corporation and deemed effective on December 31, 2014 at 11:59 PM.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There are 10,000,000 common voting shares, par value \$.0001 each, authorized for issue, and 2,000,000 preferred convertible voting shares, par value \$.0001 each, authorized for issue, and the number of common voting shares outstanding is 7,747,000 and there are no preferred convertible voting shares outstanding.

The undersigned further declares under penalty of perjury that the matters set forth in this certificate are true and correct of her own knowledge. This certificate is executed in New York, New York.

Date: 12/30/2014

*James Triandiflou*

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James Triandiflou,  
Chief Executive Officer



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## AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** ("Agreement") is entered into as of the 31st day of December, 2014, by and among **SILVERCHAIR LEARNING SYSTEMS, LLC**, a Delaware limited liability company ("Silverchair") and **REDVECTOR HOLDINGS, INC.**, a Delaware corporation ("RedVector") (each a "Merging Entity," and together, the "Merging Entities") and **ONLINE HEALTHNOW, INC.**, a Florida corporation ("Online").

### RECITALS

WHEREAS, Silverchair is the sole stockholder of RedVector;

WHEREAS, RedVector is the sole shareholder of Online;

WHEREAS, each Merging Entity and Online believe it to be in their respective best interests for the Merging Entities to merge with and into Online whereby Online will be the sole surviving entity;

NOW THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto agree as follows:

### ARTICLE 1: THE MERGER

1.1 On the Effective Date (as defined in Article 8 below), each Merging Entity shall be merged with and into Online (the "Merger").

1.2 As a result of the Merger, Online shall be the sole surviving entity and the separate existence of each Merging Entity shall cease.

### ARTICLE 2: NAME FOLLOWING MERGER

The name of the sole surviving entity shall be ONLINE HEALTHNOW, INC.

### ARTICLE 3: ARTICLES OF INCORPORATION

The Articles of Incorporation of Online, as in effect immediately prior to the Effective Date shall, on and after the Effective Date, continue to be the Articles of Incorporation of Online as the sole surviving entity.

### ARTICLE 4: BYLAWS

The Bylaws of Online as in effect immediately prior to the Effective Date shall, on and after the Effective Date, continue to be the Bylaws of Online as the sole surviving entity.

### ARTICLE 5: SHAREHOLDERS

Relias Learning, LLC, a California limited liability company ("Relias"), and the sole member of Silverchair immediately prior to the Effective Date shall, on and after the Effective Date, be the sole shareholder of Online as the sole surviving entity of the Merger.

## **ARTICLE 6: RIGHTS AND DUTIES OF ONLINE**

On and after the Effective Date, all of the rights, privileges, immunities, powers and purposes of the Merging Entities, and all property (real, personal and mixed, tangible and intangible), as well as all other things belonging to the Merging Entities, shall be the property of, and shall be vested in and be held and enjoyed by Online, without further act or deed, and all the property, estates and interests of the Merging Entities, including all debts due to any of them, shall be as effectively the property of Online as they were of the Merging Entities, and the title to any real property vested by deed or otherwise in the Merging Entities shall not revert or be in any way impaired by reason of the Merger; and all rights of creditors and liens upon any property of the Merging Entities shall be preserved unimpaired and all debts, obligations, liabilities, penalties and duties of the Merging Entities shall be debts, obligations, liabilities and duties of Online and may be enforced against it to the same extent as if said debts, obligations, liabilities and duties had been incurred or contracted by it.

## **ARTICLE 7: CANCELLATION OF MEMBERSHIP INTERESTS OF SILVERCHAIR**

By virtue of the Merger and on the Effective Date, without any action on the part of Silverchair, all of the membership interests shall be automatically cancelled and cease to exist as of the Effective Date.

## **ARTICLE 8: CANCELLATION OF SHARES OF RED VECTOR**

By virtue of the Merger and on the Effective Date, without any action on the part of Red Vector, all of the issued and outstanding shares of Red Vector shall be automatically cancelled and cease to exist as of the Effective Date.

## **ARTICLE 9: CONVERSION OF SHARES OF ONLINE**

By virtue of the Merger and on the Effective Date, without any action on the part of Online, pursuant to Section 607.1104(1)(b) of the Florida Business Corporation Act, all of the issued and outstanding shares of Online shall be converted into and exchanged for an equivalent number of newly issued fully paid and nonassessible shares issued to and held by Relias.

## **ARTICLE 10: EFFECTIVE DATE**

The Merger will become effective on December 31, 2014 at 11:59 PM Eastern Daylight Time (the "Effective Date"), notwithstanding the earlier filing of this Agreement or other requisite certificates or articles in the office of the Secretary of State of Florida or the office of the Secretary of State of Delaware.

## **ARTICLE 11**

The parties hereto shall execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken all further or other action as they may deem necessary or desirable, in order to vest in and confirm to Online title to and possession of all of the property, rights, privileges, powers and purposes of the Merging Entities, and otherwise to carry out the intent and purposes of this Agreement.

## **ARTICLE 12**

This Agreement shall be binding upon and enforceable by the parties hereto and their respective successors, assigns and transferees.

## **ARTICLE 13**

This Agreement shall be governed, interpreted and construed in accordance with the laws of the State of Florida.

## **ARTICLE 14**

This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

## **ARTICLE 15**

Any shareholder of Online who, except for applicability of Section 607.1104(1)(b) of the Florida Business Corporation Act, would be entitled to vote and who dissents from the Merger pursuant to Section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with provisions of such act regarding appraisal rights, to be paid the fair value of their shares.

\* \* \* \*

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority governed thereby, and to the extent required by applicable law, have caused this Agreement to be signed by their respective authorized signatories on the day and year first above written.

**SILVERCHAIR LEARNING SYSTEMS, LLC**

BY: James Triandiflou  
NAME: James Triandiflou  
TITLE: CEO

**REDVECTOR HOLDINGS, INC.**

BY: James Triandiflou  
NAME: James Triandiflou  
TITLE: CEO

**ONLINE HEALTHNOW, INC.**

BY: James Triandiflou  
NAME: James Triandiflou  
TITLE: CEO

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