

**PD4000157941**

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.**

((H15000211780 3)))



H150002117803ABCZ

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

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

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

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

Email Address: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 SEP -2 AM 10:50

**MERGER OR SHARE EXCHANGE  
3D-4U, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$70.00

RECEIVED

15 SEP -2 AM 9:26

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SEP 3 2015

Electronic Filing Menu

Corporate Filing Menu

Help

C LEWIS

9/2/2015 9:22:30 AM From: To: 8506176380( 2/10 )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE LAW

15 SEP -2 AM 10:50

## ARTICLES OF MERGER

3D-4U, INC.,  
A FLORIDA CORPORATION

WITH AND INTO

3D-4U, INC.,  
A DELAWARE CORPORATION

P04000157941

The following articles of merger are submitted in accordance with Sections 607.1107 and 607.1109 of the Florida Business Corporation Act.

**FIRST:** The name and jurisdiction of the surviving corporation is 3D-4U, Inc., a Delaware corporation (the "Surviving Entity").

**SECOND:** The name and jurisdiction of the merging corporation is 3D-4U, Inc., a Florida corporation (the "Merging Entity").

**THIRD:** The Agreement and Plan of Merger (the "Plan of Merger") dated June 19, 2015 by and between the Surviving Entity and the Merging Entity, providing for the merger of the Merging Entity with and into the Surviving Entity (the "Merger"), is attached hereto as Exhibit A, and is incorporated herein by reference.

**FOURTH:** The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The Plan of Merger was approved and adopted by the Board of Directors of the Surviving Entity on June 3, 2015 in accordance with Delaware General Corporation Law.

**SIXTH:** The Plan of Merger was approved and adopted by the sole stockholder of the Surviving Entity on June 10, 2015 in accordance with Delaware General Corporation Law.

**SEVENTH:** The Plan of Merger was approved and adopted by the Board of Directors of the Merging Entity on June 19, 2015 in accordance with the Florida Business Corporation Act.

**EIGHTH:** The Plan of Merger was approved and adopted by the shareholders of the Merging Entity on August 28, 2015 in accordance with the Florida Business Corporation Act.

**NINTH:** The Merger is permitted by the law of the State of Delaware, under the law of which the Surviving Entity is incorporated, and the Surviving Entity has complied with that law in effecting the Merger.

**TENTH:** The Surviving Entity hereby 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 the Merging Entity. The Surviving Entity agrees that it will promptly pay to the dissenting shareholders of the Merging Entity the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

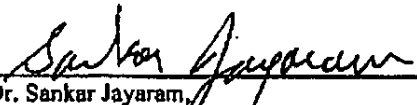
9/2/2015 9:22:30 AM From: To: 8506176380( 3/10 )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

15 SEP -2 AM 10: 50

IN WITNESS WHEREOF, the Surviving Entity and the Merging Entity have caused these Articles of Merger to be executed in their respective corporate names as of the 31 day of August, 2015.

3D-4U, INC.  
a Florida corporation

By:   
Dr. Sankar Jayaram,  
President and Chief Executive Officer

3D-4U, INC.  
a Delaware corporation

By:   
Dr. Sankar Jayaram,  
President and Chief Executive Officer

9/2/2015 9:22:30 AM From: To: 8506176380( 4/10 )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

15 SEP -2 AM 10:50

**Exhibit A**

**Plan of Merger**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

15 SEP -2 AM 10:50

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of June 19, 2015, is between 3D-4U, Inc., a Delaware corporation ("3D-4U Delaware") and 3D-4U, Inc., a Florida corporation ("3D-4U Florida"). 3D-4U Delaware and 3D-4U Florida are sometimes referred to herein as the "Constituent Corporations."

### RECITALS

A. 3D-4U Delaware is a corporation duly organized and existing under the laws of the State of Delaware with 60,000,000 shares of authorized Common Stock, \$0.0001 per share par value. As of the date hereof, 1,000 shares of Common Stock were issued and outstanding.

B. 3D-4U Florida is a corporation duly organized and existing under the laws of the State of Florida with 60,000,000 shares of authorized Common Stock, \$0.01 per share par value, and 10,000,000 shares of authorized Preferred Stock, \$0.01 per share par value. As of the date hereof, 26,362,202 shares of Common Stock and 8,447,871 shares of Preferred Stock were issued and outstanding.

C. The Board of Directors of 3D-4U Florida has determined that it is advisable and in the best interests of 3D-4U Florida and its shareholder that 3D-4U Florida merge with and into 3D-4U Delaware upon the terms and conditions herein provided.

D. The Board of Directors of 3D-4U Delaware has determined that it is advisable and in the best interests of 3D-4U Delaware and its stockholder that 3D-4U Florida merge with and into 3D-4U Delaware upon the terms and conditions herein provided.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, 3D-4U Delaware and 3D-4U Florida hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

### **1. MERGER**

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Florida Business Corporation Act, 3D-4U Florida shall be merged with and into 3D-4U Delaware (the "Merger"), the separate existence of 3D-4U Florida shall cease and 3D-4U Delaware shall be, and is herein sometimes referred as, the "Surviving Corporation", and the name of the Surviving Corporation shall be 3D-4U, Inc.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and Merger has been adopted and approved by the stockholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the Florida Business Corporation Act;

(b) An executed Certificate of Merger meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(c) The executed Articles of Merger meeting the requirements of the Florida Business Corporation Act shall have been filed with the Secretary of State of the State of Florida.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

**1.3 Effect of the Merger.** Upon the Effective Date of the Merger, the separate existence of 3D-4U Florida shall cease and 3D-4U Delaware, as the Surviving Corporation, (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 be subject to all actions previously taken by its and 3D-4U Florida's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of 3D-4U Florida in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of the debts, liabilities and obligations of 3D-4U Delaware as constituted immediately prior to the Effective Date of the Merger and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of 3D-4U Florida in the same manner as if 3D-4U Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the Florida Business Corporation Act.

The Merger is intended to be a "reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code"), and this Agreement is hereby adopted as a "plan of reorganization" for purposes of the Section 368(a) of the Code.

## **2. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS**

**2.1 Certificate of Incorporation.** The Certificate of Incorporation of 3D-4U Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

**2.2 Bylaws.** The Bylaws of 3D-4U Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

**2.3 Directors and Officers.** The directors and officers of 3D-4U Delaware immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

## **3. MANNER OF CONVERSION OF STOCK**

**3.1 3D-4U Florida Common Shares.** Upon the Effective Date of the Merger, each share of 3D-4U Florida Common Stock, \$0.01 per share par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be canceled and extinguished and be converted automatically into the right to receive 0.10 fully paid and nonassessable shares of Common Stock, \$0.0001 per share par value, of the Surviving Corporation (the "Delaware Common Stock"). Any fractional shares of Delaware Common Stock resulting from such conversion shall be rounded down to the nearest whole share, on a certificate-by-certificate basis without any payment therefor.

**3.2 3D-4U Florida Preferred Stock.** Upon the Effective Date of the Merger, each share of 3D-4U Florida Preferred Stock issued and outstanding immediately prior thereto shall convert as follows:

(a) Each share of 3D-4U Florida Preferred Stock designated Series A-1a (the "Series A-1a Preferred Stock"), \$0.01 per share par value, shall by virtue of the Merger and without any action by

the Constituent Corporations, the holder of such shares or any other person, be canceled and extinguished and be converted automatically into the right to receive (i) 0.50 fully paid and nonassessable shares of Series A Preferred Stock, \$0.0001 per share par value, of the Surviving Corporation (the "Series A Preferred Stock"), and (ii) 0.8662 shares of Delaware Common Stock;

(b) each share of 3D-4U Florida Preferred Stock designated Series A-1b (the "Series A-1b Preferred Stock") \$0.01 per share par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be canceled and extinguished and be converted automatically into the right to receive (i) 0.50 shares of Series A Preferred Stock of the Surviving Corporation; and (ii) 2.57395 shares of Delaware Common Stock;

(c) each share of 3D-4U Florida Preferred Stock designated Series A-2a (the "Series A-2a Preferred Stock") \$0.01 per share par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be canceled and extinguished and be converted automatically into the right to receive (i) 0.375 shares of Series A Preferred Stock of the Surviving Corporation; and (ii) 0.725 shares of Delaware Common Stock;

(d) each share of 3D-4U Florida Preferred Stock designated Series A-2b (the "Series A-2b Preferred Stock") \$0.01 per share par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be canceled and extinguished and be converted automatically into the right to receive (i) 0.375 shares of Series A Preferred Stock of the Surviving Corporation; and (ii) 2.10 shares of Delaware Common Stock;

(e) each share of 3D-4U Florida Preferred Stock designated Series A-2c (the "Series A-2c Preferred Stock") \$0.01 per share par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be canceled and extinguished and be converted automatically into the right to receive (i) 0.375 shares of Series A Preferred Stock of the Surviving Corporation; and (ii) 1.55 shares of Delaware Common Stock; and

(f) each share of 3D-4U Florida Preferred Stock designated Series A-3a (the "Series A-3a Preferred Stock") \$0.01 per share par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be canceled and extinguished and be converted automatically into the right to receive (i) 0.375 shares of Series A Preferred Stock of the Surviving Corporation; and (ii) 1.275 shares of Delaware Common Stock.

(g) Any fractional shares of Common Stock or Series A Preferred Stock of the Surviving Corporation resulting from the conversions described in this Section 3.2 shall be rounded down to the nearest whole share, on a certificate-by-certificate basis without any payment therefor.

**3.3 3D-4U Florida Options.** Upon the Effective Date of the Merger, the Surviving Corporation shall assume the outstanding options and equity incentive plan of 3D-4U Florida. Each outstanding and unexercised option to purchase shares of 3D-4U Florida Common Stock as of the Effective Date shall become an option to purchase 0.10 shares of Delaware Common Stock, on the same terms and conditions, and at an exercise price per share equal to the original exercise price applicable to any such option.

**3.4 3D-4U Florida Warrants.** Upon the Effective Date of the Merger, the Surviving Corporation shall assume the outstanding warrants of 3D-4U Florida. Each outstanding and unexercised warrant to purchase shares of 3D-4U Florida Common Stock as of the Effective Date shall become a warrant to purchase 0.10 shares of Delaware Common Stock, on the same terms and conditions, and at an exercise price per share equal to the original exercise price applicable to any such warrant.

**3.5 Formation Shares.** Upon the Effective Date of the Merger, each share of 3D-4U Delaware Common Stock, \$0.0001 per share par value, issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by 3D-4U Delaware, the holder of such shares or any other person, be cancelled and returned to the status of authorized but unissued shares.

**3.6 Exchange of Certificates.** After the Effective Date of the Merger, each holder of an outstanding certificate representing 3D-4U Florida stock may be asked to surrender the same for cancellation to an exchange agent, whose name will be delivered to holders prior to any requested exchange (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's stock into which the surrendered shares were converted as herein provided.

Each certificate representing stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of 3D-4U Florida so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of the Surviving Corporation's stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

#### **4. GENERAL**

**4.1 Further Assurances.** From time to time, as and when required by 3D-4U Delaware or by its successors or assigns, there shall be executed and delivered on behalf of 3D-4U Florida such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by 3D-4U Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of 3D-4U Florida and otherwise to carry out the purposes of this Agreement, and the officers and directors of 3D-4U Delaware are fully authorized in the name and on behalf of 3D-4U Florida or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

**4.2 Abandonment.** At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either 3D-4U Florida or of 3D-4U Delaware, or of both, notwithstanding the approval of this Agreement by the sole shareholder of 3D-4U Florida or by the sole stockholder of 3D-4U Delaware, or by both.

**4.3 Amendment.** The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this



Agreement by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

**4.4 Registered Office.** The registered office of the Surviving Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**4.5 Agreement.** Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 1610 NE Eastgate Blvd, Suite 440, Pullman, Washington 99163, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

**4.6 Governing Law.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Washington.

*[Remainder of Page Intentionally Left Blank]*

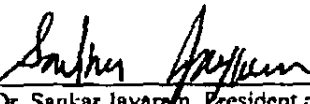
• 9/2/2015 9:22:30 AM From: To: 8506176380( 10/10 )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

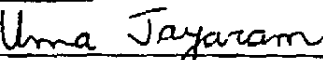
15 SEP -2 AM 10:50

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of 3D-4U Delaware and 3D-4U Florida is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

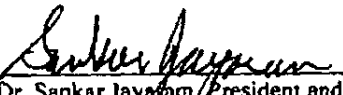
3D-4U, Inc.,  
a Delaware corporation

By:   
Dr. Sankar Jayaram, President and  
Chief Executive Officer

ATTEST:

  
Dr. Uma Jayaram, Secretary

3D-4U, Inc.,  
a Florida corporation

By:   
Dr. Sankar Jayaram, President and  
Chief Executive Officer

ATTEST:

  
Dr. Uma Jayaram, Secretary