

Merger
FEB 05 2016
R. WHITE

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 2/4/16

NAME: CENDYN CORPORATION

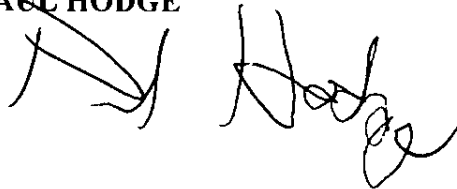
TYPE OF FILING: MERGER

COST: 78.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A handwritten signature in black ink, appearing to read "Abbie/Paul Hodge", is written over the printed name. The signature is stylized and cursive.

**TO: Amendment Section
Division of Corporations**

SUBJECT: Cendyu Corporation

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

Please return all correspondence concerning this matter to:

Bryan Cave LLP
Attention: Terrence A. Childers
1201 W Peachtree Street, NE
Atlanta, Georgia 30309
Terrence.Childers@bryancave.com

For further information concerning this matter, please call:

Terrence A. Childers at (404) 572-6820

☒ 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

FILED

16 FEB -4 PM 3: 05

Articles of Merger
(Florida)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with Section 607.1109 of the Florida Business Corporation Act.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

Name	Principal Office Address	Jurisdiction	Entity Type
Cendyn MergeCo, LLC	980 N Federal Hwy, Suite 200 Boca Raton, FL 33432	Delaware	limited liability company
Cendyn Corporation	980 N Federal Hwy, Suite 200 Boca Raton, FL 33432	Florida	corporation

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

Name	Principal Office Address	Jurisdiction	Entity Type
Cendyn Corporation	980 N Federal Hwy, Suite 200 Boca Raton, FL 33432	Florida	corporation

THIRD: The laws of the state under which each entity that is a party to this merger is formed permits such merger.

FOURTH: The Agreement and Plan of Merger is attached hereto as Exhibit A.

SEVENTH: The merger shall become effective on the date and time that these Articles of Merger are filed with the Florida Department of State, Division of Corporations.

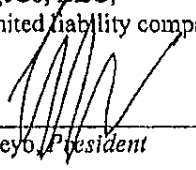
FIFTH: The Agreement and Plan of Merger was adopted by unanimous written consent of the members of Cendyn MergeCo, LLC on February 4, 2016.

SIXTH: The Agreement and Plan of Merger was adopted by unanimous written consent of the Board of Directors and stockholders of Cendyn Corporation on February 4, 2016.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the respective duly authorized officers have caused these Articles of Merger to be executed this 9th day of December, 2016.

Cendyn MergeCo, LLC,
a Delaware limited liability company

By: 
Charles Deyo, President

Cendyn Corporation,
a Florida corporation

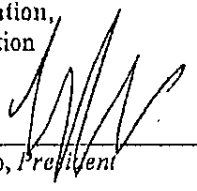
By: 
Charles Deyo, President

Exhibit A

Agreement and Plan of Merger

(See attached.)

Agreement and Plan of Merger

This Agreement and Plan of Merger (this "Agreement") is entered into on February 4, 2016, by and between Cendyn MergeCo, LLC, a Delaware limited liability company ("Merger Sub"), and Cendyn Corporation, a Florida corporation ("Cendyn" and together with Merger Sub, each a "Party" and collectively the "Parties").

Recitals

WHEREAS, Cendyn Group, LLC, a Delaware limited liability company ("Group"), is the sole member of Merger Sub;

WHEREAS, in accordance with the Delaware Limited Liability Company Act (the "DLLCA") and the Florida Business Corporation Act (the "FBCA"), the Parties desire to effect the merger (the "Merger") of Merger Sub with and into Cendyn, with Cendyn as the surviving corporation and wholly-owned subsidiary of Group; and

WHEREAS, for U.S. federal income tax purposes, the Parties intend that the Merger qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

Agreement

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. **Merger.** Upon the terms and subject to the conditions set forth in this Agreement, at the Effective Time (as hereinafter defined), Merger Sub will merge with and into Cendyn, whereupon the separate existence of Merger Sub shall cease. Cendyn shall continue as the surviving corporation following the Merger (sometimes referred to herein as the "Surviving Corporation") as a wholly-owned subsidiary of Group and shall continue to be governed by the laws of the State of Florida. The Merger shall have the effects specified in the DLLCA and the FBCA, and the Surviving Corporation shall succeed, without other transfer, to all of the assets and property (whether real, personal or mixed), rights, privileges, franchises, immunities and powers of Cendyn and Merger Sub, and shall assume and be subject to all of the duties, liabilities, obligations and restrictions of every kind and description of Cendyn and Merger Sub.

2. **Effective Time.** Subject to the provisions of this Agreement, on the date hereof, the Parties shall duly prepare, execute and file (i) a certificate of merger (the "Certificate of Merger") complying with the DLLCA with the Secretary of State of the State of Delaware with respect to the Merger and (ii) articles of merger (the "Articles of Merger") complying with the FBCA with the Secretary of State of the State of Florida. The Merger shall become effective upon the date and time specified in such Certificate of Merger and Articles of Merger (the "Effective Time").

3. **Certificate of Incorporation and Bylaws.** The bylaws of Cendyn in effect at the Effective Time shall be the bylaws of the Surviving Corporation until thereafter amended as provided therein or by the FBCA, and the articles of incorporation of Cendyn in effect at the Effective Time, as amended pursuant to the Articles of Merger, shall be the articles of incorporation of the Surviving Corporation until thereafter amended as provided therein or by the FBCA.

4. **Officers and Directors.** The directors and officers of Merger Sub shall terminate upon the Effective Time. The directors and officers of Cendyn immediately prior to the Effective Time shall be the directors of the Surviving Corporation from and after the Effective Time and shall hold office until the earlier of their respective death, resignation or removal or their respective successors are duly elected or appointed and qualified in the manner provided for in the articles of incorporation and bylaws of the Surviving Corporation or as otherwise provided by the FBCA.

5. **Conversion and Exchange of Shares.** As of the Effective Time, by virtue of the Merger and without any further action on the part of the Parties or their members or shareholders, as applicable, all of the issued and outstanding units of membership interest of Merger Sub immediately prior to the Effective Time shall be converted into and become one hundred (100) shares of common stock of the Surviving Corporation. Each share of common stock of Cendyn shall no longer be outstanding and shall be automatically canceled and retired and cease to exist. Accordingly, following the Effective Time, Group will be the sole shareholder of the Surviving Corporation.

6. **No Third-Party Beneficiaries.** This Agreement is for the sole benefit of the Parties and their respective successors and permitted assigns and nothing herein, express or implied, is intended to or shall confer upon any other person any legal or equitable right, benefit or remedy of any nature whatsoever, under or by reason of this Agreement.

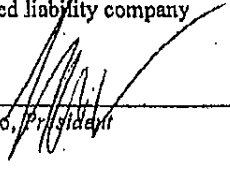
7. **Amendment.** This Agreement may only be amended, modified or supplemented by an agreement in writing signed by each Party.

8. **Severability.** If any term or provision of this Agreement is invalid, illegal or unenforceable in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable such term or provision in any other jurisdiction. Upon such determination that any term or other provision is invalid, illegal or unenforceable, the Parties shall negotiate in good faith to modify this Agreement so as to effect the original intent of the Parties as closely as possible in a mutually acceptable manner in order that the transactions contemplated hereby be consummated as originally contemplated to the greatest extent possible.

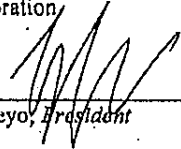
[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, each of the Parties has caused this Agreement to be executed as of the date first written above, by its duly authorized officer.

Cendyn MergeCo, LLC,
a Delaware limited liability company

By: 
Charles Deyo, President

Cendyn Corporation,
a Florida corporation

By: 
Charles Deyo, President