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	Thank you!

ARTICLES OF MERGER MERGING

SPEECHMED, INC. (a Delaware corporation)

INTO

TAYLANNAS, INC. (a Florida corporation)

The undersigned corporation, acting pursuant to Section 607.1105 of the Florida Statutes, hereby executes the following Articles of Merger:

ARTICLE I SURVIVING COMPANY

The name of the surviving corporation is Taylannas, Inc. (the "Surviving Company"), which is organized in the State of Florida. The Surviving Company is a domestic corporation and the merger has been approved in accordance with Section 607.1103 of the Florida Statutes.

ARTICLE II NON-SURVIVING COMPANY

The name of the non-surviving corporation (the "Non-Surviving Company") is The SpeechMED, Inc., which is organized in the State of Delaware.

ARTICLE III WHOLLY OWNED SUBSIDIARY OR PARENT

The Surviving Company is not a domestic or foreign business corporation that is an indirect wholly owned subsidiary or parent of the Non-Surviving Company.

ARTICLE IV AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger, dated as of January 28, 2020 (the "Plan of Merger"). between the Surviving Company and the Non-Surviving Company, a copy of which is included herewith as Exhibit A, was approved and adopted by each corporation, as applicable, that is a party to the merger. An executed copy of the Plan of Merger is on file at the principal place of business of the Surviving Company. The Surviving Company will provide a copy of the Plan of Merger, upon request and without cost, to any shareholder or stockholder of a corporation, as applicable, who was a party to the merger or, upon payment to the Surviving Company of an amount equal to the cost of producing the copy, to any other interested person.

ARTICLE V ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Company, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Company, until duly amended in accordance with the applicable provisions thereof and the Florida Statutes.

(Signature Page Follows)

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IN WITNESS WHEREOF, the Surviving Company has caused these Articles of Merger to be executed by its duly authorized officer on behalf of all parties to the merger this 28th day of January, 2020.

TAYLANNAS, INC.

By: Mark Phy
Susan Perry, President

SPEECHMED, INC.

By: Susan Perry, CEO

This instrument was drafted by and is returnable to:

Melissa M. Turczyn, Esq. Michael Best & Friedrich LLP 1 S. Pinckney Street, Suite 700 Madison, Wisconsin 53706 (608) 257-3501

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Exhibit A

Agreement and Plan of Merger

See attached.

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into the 28th day of January, 2020, by and between SpeechMED, Inc., a Delaware corporation ("SpeechMED"), and Taylannas, Inc., a Florida corporation ("Taylannas").

RECITALS

WHEREAS, SpeechMED is a corporation duly organized and existing under the laws of the State of Delaware, with authorized capital stock of 5,000 shares of common stock, \$0.0001 par value per share, and 107.95 shares of common stock issued and outstanding;

WHEREAS, Taylannas is a corporation duly organized and existing under the laws of the State of Florida, with authorized capital stock of 7,000,000 shares of common stock. \$0.0001 par value per share, and 1,000 shares of common stock issued and outstanding:

WHEREAS, the Board of Directors of Taylannas has determined that it is advisable and generally to the advantage and welfare of Taylannas and its shareholders, and the Board of Directors of SpeechMED has determined that it is advisable and generally to the advantage and welfare of SpeechMED and its stockholders that SpeechMED be merged will and into Taylannas on the terms and conditions hereinafter set forth;

WHEREAS, the Boards of Directors of Taylannas and SpeechMED, by resolutions duly adopted, have approved and adopted this Agreement and directed that it be submitted to the respective shareholders and stockholders of Taylannas and SpeechMED for approval; and

WHEREAS, this Agreement was adopted by the shareholders of Taylamas on January 28, 2020 and this Agreement was adopted by the shareholders of SpeechMED on January 28, 2020.

NOW, THEREFORE, Taylannas and SpeechMED, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable statutes of the State of Florida and the State of Delaware hereby agree as follows:

<u>AGREEMENT</u>

1. Merger. At the Effective Time (as hereinafter defined), subject to the terms and conditions of this Agreement and the Plan of Merger, SpeechMED will be merged with and into Taylannas (hereinafter sometimes "Surviving Corporation") in accordance with the Florida Business Corporation Act and the Delaware General Corporation Law (the "Merger"). All of the following shall occur upon the Effective Time: the separate existence of SpeechMED shall cease and the existence of Taylannas as Surviving Corporation continues unaffected and unimpaired by the Merger; the title to all property owned by SpeechMED and Taylannas (together the "Constituent Corporations") is vested in the Surviving Corporation without reversion or impairment.

If at any time after the Effective Time, the Surviving Corporation shall deem it appropriate that any assignments or assurances should be made to vest, perfect or confirm of record in the Surviving Corporation the title to any property or right of SpeechMED acquired by the Surviving Corporation as a result of the Merger, the officers and directors of the Surviving Corporation, in the name of SpeechMED or otherwise, may take and do any action necessary or desirable to vest, perfect or confirm title to such property and rights in the Surviving Corporation and otherwise to carry out the purposes of the Merger.

Articles of Incorporation and Bylaws.

- (a) The Articles of Incorporation of Taylannas, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation following the Effective Time until changed or amended.
- (b) The Bylaws of Taylannas, as in effect immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation following the Effective Time until changed or amended.
- 3. <u>Directors and Officers.</u> The directors and officers of Taylannas immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, each such director or officer to hold office until the term for which he or she has previously been elected shall expire and his or her successor has been duly elected and qualified or until such director's or officer's earlier death, resignation or removal.
- 4. <u>Conversion of Shares</u>. The manner of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into right to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:
- (a) The Merger shall not effect a change in any of the issued and outstanding shares of stock of Taylannas and none of such shares shall be exchanged or converted as a result of the Merger.
- (b) Each share of common stock of SpeechMED issued and outstanding prior to the Effective Time shall be, upon the Effective Time, converted into the right to receive 50,000 share(s) of common stock of Taylannas (the "SpeechMED Price").
- 5. <u>Effective Time</u>. The effective date and time of the Merger (the "Effective Time") shall be 11:59 p.m., February 12, 2020.
- 6. Articles of Merger. The appropriate officers of Taylannas shall prepare and execute Articles of Merger as required by the Florida Business Corporation Act and the Delaware General Corporation Law and shall file such Articles of Merger with the Florida and Delaware Secretary of State. Such officers are further authorized to do any and all other things necessary to effectuate the Merger.

7. Authorization; Valid and Binding Agreement. Each of Taylannas and SpeechMED represents and warrants on behalf of itself and its respective shareholders or stockholders, as applicable, that, with respect to itself: (a) such company has all requisite corporate power and authority to enter into this Agreement and to perform its obligations hereunder and consummate the transactions contemplated hereby; (b) the execution and delivery of this Agreement, the performance by such company of its obligations hereunder and the consummation of the transactions contemplated hereby have been duly and validly authorized by all necessary corporate action on the part of such company, and (c) this Agreement is the valid and binding obligation of such company enforceable in accordance with its terms.

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

SPEECHMED, INC.

By: Indiffing

Name: Susan Perry

Its: CEO

TAYLANNAS, INC.

By: Indeffeny

Name: Susan Perry

Its: President

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