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MERGER OR SHARE EXCHANGE  
GAME NATION, INC.

merger  
SEP 17 2015  
R. WHITE

Certificate of Status	0
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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

GAME NATION, INC.  
(a Florida corporation)

AND

GAME NATION, INC.,  
(a Delaware corporation)

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

FIRST: A true and correct copy of the Plan of Merger for merging Game Nation, Inc., a Florida corporation ("Game Nation FL") with and into Game Nation, Inc., a Delaware corporation ("Game Nation DE") is annexed hereto and made a part hereof in Exhibit A.

SECOND: The shareholders entitled to vote on the aforesaid Plan of Merger of Game Nation FL approved and adopted the Plan of Merger by unanimous written consent of the shareholders dated September 10, 2015.

THIRD: The shareholders of Game Nation DE entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on, September 10, 2015, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

FOURTH: The merger of Game Nation FL with and into Game Nation DE is permitted by the laws of the jurisdiction of organization of Game Nation DE and has been authorized in compliance with said laws.

Executed: September 10, 2015 .

GAME NATION FL

RUKE

Daniel Ruke, President

GAME NATION DE

RUKE

Daniel Ruke, President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "*Merger Agreement*") is entered into as of September 10, 2015 by and between Game Nation, Inc., a Florida corporation (the "*Company*"), and Game Nation, Inc., a Delaware corporation ("*Game Nation*").

### WITNESSETH:

WHEREAS, Game Nation is a corporation duly organized and existing under the laws of the State of Delaware.

WHEREAS, the Company is a corporation duly organized and existing under the laws of the State of Florida.

WHEREAS, on the date of this Merger Agreement, Game Nation has authority to issue ten million (10,000,000) shares of Common Stock, par value of \$0.0001 per share (the "*Game Nation Common Stock*"), of which one hundred (100) shares are issued and outstanding and owned by the Company.

WHEREAS, on the date of this Merger Agreement, the Company has authority to issue: one thousand (1,000) shares of Common Stock (the "*Company Common Stock*"), of which one thousand (1,000) shares are issued and outstanding.

WHEREAS, the respective boards of directors of Game Nation and the Company have determined that, for the purpose of effecting the reincorporation of the Company in the State of Delaware, it is advisable and to the advantage of said two corporations and their shareholders that the Company merge with and into Game Nation upon the terms and conditions herein provided.

WHEREAS, the respective boards of directors of Game Nation and the Company, the shareholders of the Company, and the stockholders of Game Nation have adopted and approved this Merger Agreement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Company and Game Nation hereby agree to merge as follows:

1. Merger. The Company shall be merged with and into Game Nation, and Game Nation shall survive the merger ("*Merger*"), effective on the date when this Merger Agreement is made effective in accordance with applicable law (the "*Effective Date*").

2. Governing Documents.

a. The Certificate of Incorporation of Game Nation shall continue to be the Certificate of Incorporation of the surviving corporation.

b. The Bylaws of Game Nation, in effect on the Effective Date, shall continue to be the Bylaws of the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

3. Directors and Officers. The directors and officers of Game Nation immediately prior to the Effective Date shall be the directors and officers of Game Nation on the Effective Date.

4. Succession. On the Effective Date, Game Nation shall succeed to the Company in the manner of and as more fully set forth in Section 259 of the General Corporation Law of the State of Delaware.

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

6. Stock of the Company. On the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each one (1) share of Company Common Stock outstanding immediately prior thereto shall be converted into seven thousand (7,000) fully paid and nonassessable share of Game Nation Common Stock.

7. Stock Certificates. On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of the Company capital stock shall be cancelled and the owners thereof shall be entitled to receive from Game Nation a stock certificate representing that number of shares of Game Nation Common Stock into which the shares of the Company capital stock represented by such certificates have been converted as provided in Section 6 above. The registered owner on the books and records of the Company or its transfer agent of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to Game Nation or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of Game Nation capital stock evidenced by such outstanding certificate as above provided.

8. Options, Warrants, Convertible Notes and All Other Rights to Purchase Stock. As of the Effective Date, each outstanding option, warrant, convertible note or other right to purchase shares of the Company capital stock shall be converted into and become an option, warrant, convertible note or right to purchase the same number of shares of Game Nation capital stock, at a price per share equal to the exercise price of the option, warrant, convertible note or right to purchase Game Nation capital stock and upon the same terms and subject to the same conditions as set forth in the agreement entered into by the Company pertaining to such options, warrants, convertible notes or rights. A number of shares of Game Nation capital stock shall be reserved for purposes of such options, warrants, convertible notes and rights. As of the Effective Date, Game Nation shall assume all obligations of the Company under agreements pertaining to such options, warrants, convertible notes and rights and the outstanding options, warrants, convertible notes or other rights, or portions thereof, granted pursuant thereto.

9. Outstanding Common Stock of Game Nation. At the Effective Date, the one hundred (100) shares of Game Nation Common Stock presently issued and outstanding in the name of the Company shall be canceled and retired and resume the status of authorized and unissued shares of Game Nation Common Stock, and no shares of Game Nation Common Stock or other securities of Game Nation shall be issued in respect thereof.

10. Covenants of Game Nation. Game Nation covenants and agrees that it will qualify to do business as a foreign corporation in the State of Florida, and in all other states in which the Company is so qualified and in which the failure to so qualify would have a material adverse impact on the business or financial condition of Game Nation.

11. Amendment. At any time before or after approval and adoption by the shareholders of the Company, this Merger Agreement may be amended in any manner as may be determined in the judgment of the respective boards of directors of Game Nation and the Company to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent of this Merger Agreement, provided, however, that after approval of this Merger Agreement by the shareholders of the Company, no amendment shall be made which by law requires further approval by such shareholders without obtaining such further approval.

12. Abandonment. At any time before the Effective Date, this Merger Agreement may be terminated and the Merger may be abandoned by the board of directors of either the Company or Game Nation or both, notwithstanding approval of this Merger Agreement by the sole stockholder of Game Nation and the shareholders of the Company.

13. Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be one and the same instrument.

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IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the boards of directors of the Company and Game Nation, is hereby executed on behalf of each of said two corporations by their respective officers thereunto duly authorized.

**GAME NATION, INC.**

**A FLORIDA CORPORATION**

By: RUKE  
Daniel Ruke, President

**GAME NATION, INC.**

**A DELAWARE CORPORATION**

By: RUKE  
Daniel Ruke, President

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**CERTIFICATE OF SECRETARY**

**OF**

**GAME NATION, INC.**  
**(a Delaware corporation)**

I, Daniel Ruke, the Secretary of Game Nation, Inc., a Delaware corporation (the "*Corporation*"), hereby certify that the Agreement and Plan of Merger to which this Certificate is attached was duly signed on behalf of the Corporation by its President and was duly approved and adopted by a unanimous vote of the outstanding stock entitled to vote thereon by written consent of the sole stockholder of the Corporation dated September 10, 2015.

Executed: September 10, 2015.

**RUKE**

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Daniel Ruke, Secretary

**CERTIFICATE OF APPROVAL OF  
AGREEMENT AND PLAN OF MERGER OF  
GAME NATION, INC.  
(a Florida corporation)**

Daniel Ruke certifies that:

1. He is the duly elected and acting President of Game Nation, Inc., a Florida corporation (the "*Corporation*").
2. This Certificate is attached to the Agreement and Plan of Merger dated as of September 10, 2015, providing for the merger of the Corporation with and into a Delaware corporation.
3. The Agreement and Plan of Merger in the form attached hereto (the "*Merger Agreement*") was approved by the Board of Directors of the Corporation by written consent dated September 10, 2015.
4. The total number of outstanding shares of the Corporation entitled to vote on the merger was three million one hundred (3,000,100) shares of Common Stock.
5. The principal terms of the Merger Agreement were approved by an affirmative vote which exceeded the vote required, such vote being a majority of the outstanding shares of Common Stock.

Dated: September 10, 2015

**RUKE**

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Daniel Ruke, President



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The undersigned, Daniel Ruke, President of Game Nation, Inc., a Florida corporation, declares under penalty of perjury under the laws of the State of Florida that the matters set forth in this Certificate are true and correct of his own knowledge.

Executed: September 10, 2015.

RUKE

Daniel Ruke, President