

P12000023369

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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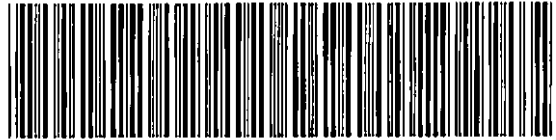
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2018 DEC 20 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FL

Pm



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 21, 2018

CT CORP

SUBJECT: PROLOGIC CONSUMER MARKETING SERVICES INC.
Ref. Number: P12000023369

CORRECTED
PLEASE KEEP
ORIGINAL FILE DATA

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

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 618A00026198

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18 DEC 21 PM 1:09



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 26, 2018

CT CORP

SUBJECT: PROLOGIC CONSUMER MARKETING SERVICES INC.
Ref. Number: P12000023369

Corrected

Please keep
original file
date.

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

The plan of merger was not signed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 118A00026295

18 DEC 28 AM 11:29

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CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 12/20/2018

Acc#120160000072

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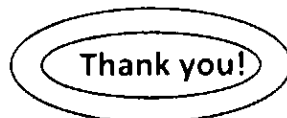
Name:	PROLOGIC CONSUMER MARKETING SERVICES, INC.
Document #:	
Order #:	11338373

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
	Plain: <input checked="" type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 70:00



ARTICLES OF MERGER OF

FILED

PROLOGIC CONSUMER MARKETING SERVICES, INC.,
A FLORIDA CORPORATION

2018 DEC 20 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FL

WITH AND INTO

APPCARD, INC.,
A DELAWARE CORPORATION

December 17, 2018

Pursuant to Sections 607.1104 and 607.1107 of the Florida Business Corporation Act (the "FBCA") and Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), AppCard, Inc., a Delaware corporation (the "**Corporation**"), does hereby certify to the following information relating to the merger (the "**Merger**") of ProLogic Consumer Marketing Services, Inc., a Florida corporation and wholly-owned subsidiary of the Corporation (the "**Subsidiary**"), with and into the Corporation:

1. The name and jurisdiction of the surviving corporation is: AppCard, Inc., a Delaware corporation.
2. The name and jurisdiction of the merging corporation is: Prologic Consumer Marketing Services, Inc., a Florida corporation.
3. That the Subsidiary and the Corporation are hereby merged and that the above named AppCard, Inc. (the Corporation) is the surviving corporation (the "**Surviving Corporation**"). The Surviving Corporation's headquarters office address is: 90 John Street, Suite 602, New York, New York 10038.
4. An Agreement and Plan of Merger setting forth the terms and conditions of the Merger in accordance with the applicable provisions of Chapter 607 of the FBCA, an unsigned copy of which is attached to these Articles as Exhibit A, has been approved by the Boards of Directors of each of the Corporation and the Subsidiary and by the Corporation as the sole shareholder of the Subsidiary.
5. The effective date of the Merger shall be January 1, 2019.
6. That, pursuant to Title 8 of the DGCL, the Board of Directors of the Corporation by written consent approved the Agreement and Plan of Merger.
7. That the approval of the stockholders of the Corporation was not required pursuant to Section 607.1104 of the FBCA.
8. That the Corporation is in compliance with the eighty percent (80%) ownership requirement of Section 607.1104 of the FBCA, and will maintain at least eighty percent (80%)

ownership of the Subsidiary until the issuance of the Certificate of merger by the Secretary of State of the State of Florida.

9. The Surviving Corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of any constituent entity party to the Merger that was organized under the laws of Florida and for enforcement of any obligation of the Surviving Corporation arising from the Merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such constituent corporation organized under the laws of the State of Florida against the Surviving Corporation.

APPCARD, INC.
a Delaware corporation

By: Yair Goldfinger
Name: Yair Goldfinger
Title: President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Merger Agreement**") is entered into as of November 26, 2018, by and between ProLogic Consumer Marketing Services, Inc., a Florida corporation ("**ProLogic**"), and AppCard, Inc., a Delaware corporation ("**AppCard**").

WITNESSETH:

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

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

WHEREAS, the respective boards of directors of AppCard and ProLogic have determined that it is advisable that ProLogic merge with and into AppCard upon the terms and conditions herein provided and in accordance with the General Corporation Law of the State of Delaware (the "**DGCL**") and the Florida Business Corporation Act (the "**FBCA**").

WHEREAS, the respective boards of directors of AppCard and ProLogic, and the sole stockholder of ProLogic, have adopted and approved this Merger Agreement.

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

1. **Merger.** ProLogic shall be merged with and into AppCard, the separate existence of ProLogic shall cease and AppCard shall survive the merger (the "**Merger**"), effective on the date when this Merger Agreement is made effective (the "**Effective Date**") pursuant to Section 2.
2. **Filing and Effectiveness.** The Merger shall be completed when the following actions shall have been completed:
 - a. This Merger Agreement shall have been adopted and approved in accordance with the requirements of the DGCL and the FBCA.
 - b. An executed Certificate of Ownership and Merger meeting the requirements of the DGCL shall have been filed with the Secretary of State of the State of Delaware.
 - c. An executed Articles of Merger meeting the requirements of the FBCA shall have been filed with the Secretary of State of the State of Florida.
 - d. Pursuant to Section 607.1101(3)(b) of the FBCA, AppCard will provide such Articles of Merger to the Secretary of State of the State of Florida in order for the Merger to become effective in the State of Florida on January 1, 2019 (the "**Effective Date**").
3. **Effect of the Merger.** Upon the Effective Date, the separate existence of ProLogic shall cease, and AppCard, as the surviving corporation, (i) shall continue to possess all of

AppCard's assets, rights, powers and property as constituted immediately prior to the Effective Date, (ii) shall be subject to all actions previously taken by its and ProLogic's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers, and property of ProLogic in the manner more fully set forth in the DGCL, (iv) shall continue to be subject to all of the debts, liabilities and obligations of AppCard as constituted immediately prior to the Effective Date, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of ProLogic in the same manner as if AppCard had itself incurred them, all more fully provided under the applicable provisions of the DGCL and the FBCA.

4. **Governing Documents.**

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

b. The Bylaws of AppCard, 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.

5. **Directors and Officers.** The directors and principal officers of AppCard immediately prior to the Effective Date shall continue to be the directors and principal officers, respectively, of the surviving corporation.

6. **Succession.** On the Effective Date, AppCard shall succeed to ProLogic in the manner of and as more fully set forth in Section 259 of the General Corporation Law of the State of Delaware.

7. **Further Assurances.** From time to time, as and when required by AppCard or by its successors and assigns, there shall be executed and delivered on behalf of ProLogic 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 AppCard the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of ProLogic, and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of AppCard are fully authorized in the name and on behalf of ProLogic or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

8. **Stock of AppCard.** On and after the Effective Date, by virtue of the Merger, each share of capital stock, whether issued or unissued, shall remain the same in all respects as such share immediately prior to the Effective Date.

9. **Stock of ProLogic.** At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, all of the ProLogic capital stock shall be cancelled, retired without payment of any consideration thereof and cease to exist, and no securities of AppCard shall be issued in respect thereof.

10. **Stock Certificates.** On the Effective Date, all of the outstanding certificates which prior to that time represented shares of ProLogic capital stock shall be cancelled without any action on the part of the holder thereof, the surviving corporation or any other party.

11. **Covenants of AppCard.** AppCard covenants and agrees that it will file any and all documents with the State of Florida as may be necessary for the Merger to become effective, including, but not limited to, a tax clearance certificate with the Florida Department of Revenue.

12. **Amendment.** At any time before or after approval and adoption by the stockholders of AppCard and the sole stockholder of ProLogic, this Merger Agreement may be amended in any manner as may be determined in the judgment of the respective boards of directors of AppCard and ProLogic 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 sole stockholder of ProLogic, no amendment shall be made which is prohibited by Section 607.1103(8) of the FBCA or by law requires further approval by such stockholders without obtaining such further approval.

13. **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 ProLogic or AppCard or both, notwithstanding approval of this Merger Agreement by the stockholders of AppCard and the sole stockholder of ProLogic.

14. **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.

15. **Agreement.** Executed copies of this Merger Agreement will be on file at the principal place of business of the surviving corporation at 90 John St. #601, New York, NY 10038, and copies thereof will be furnished to any stockholder of either AppCard or ProLogic upon request and without cost.

16. **Registered Office.** The registered office of the surviving corporation in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

17. **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 Delaware and, so far as applicable, the merger provisions of the FBCA.

18. **Entire Agreement.** Except for the documents referred to herein or required hereby in connection with the Merger in order for the Merger to become effective, this Merger Agreement embodies the entire agreement and understanding between the parties with respect to this transaction and supersedes all prior discussions, understandings and agreements concerning the matters covered hereby.

[Remainder of Page is Intentionally Blank]

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

AppCard, Inc.
a Delaware Corporation

By: Yair Goldfinger
Name: Yair Goldfinger
Title: President

ProLogic Consumer Marketing Services, Inc.
a Florida corporation

By: Yair Goldfinger
Name: Yair Goldfinger
Title: President