

Division of Corporations

Florida Department of State
Division of Corporations
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AUG 12 2019

MERGER OR SHARE EXCHANGE

Form 10 Group, Inc.

Certificate of Status	0
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Corporate Filing Menu

Help

Merge

ARTICLES OF MERGER
OF
FORM 10 GROUP, INC.
(a California corporation)

WITH AND INTO

FORM 10 GROUP, INC. p120000578 26
(a Florida corporation)

2019 AUG -9 PM 3:09
FILED
SECRETARY OF STATE
FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act and Section 1100 of the California Corporations Code, the undersigned do hereby adopt, and the surviving corporation delivers for filing, the following Articles of Merger for the purpose of merging Form 10 Group, Inc., a California corporation (the "Merging Corporation"), with and into Form 10 Group, Inc., a Florida corporation (the "Surviving Corporation").

First: The name and jurisdiction of the Surviving Corporation is Form 10 Group, Inc., a Florida corporation.

Second: The name and jurisdiction of the Merging Corporation is Form 10 Group, Inc., a California corporation.

Third: The Agreement and Plan of Merger provides as follows:

- i. At the effective time of the merger, the Merging Corporation shall merge with and into the Surviving Corporation, and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall survive and continue to exist as a corporation incorporated under the laws of the State of Florida.
- ii. Upon completion of the merger, each outstanding share of the Merging Corporation's common stock will be converted into the right to receive 1 share of the Surviving Corporation's common stock (the "Merger Consideration").

Fourth: The Agreement and Plan of Merger was approved by the Board of Directors and the shareholders of the Merging Corporation on August 7, 2019.

Fifth: The Agreement and Plan of Merger was approved by the Board of Directors and the shareholder of the Surviving Corporation on August 7, 2019.

Sixth: The merger will be effective at 12:00 a.m. Eastern Daylight Savings Time on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Time").

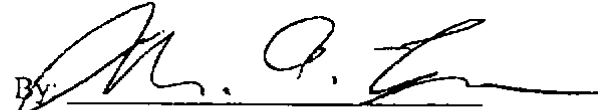
Seventh: At the Effective Time, the Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall be amended by the Articles of Amendment in the form attached hereto as Exhibit A and as so amended, shall constitute the

articles of incorporation of the Surviving Corporation until thereafter amended as provided therein or by applicable law.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed on the 7 day of August, 2019.

SURVIVING CORPORATION:

FORM 10 GROUP, INC., a Florida Corporation

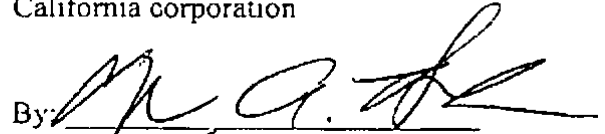
By: 

Name: Michael A. Banks

Title: President

MERGED CORPORATION

FORM 10 GROUP, INC., a California corporation

By: 

Name: Michael A. Banks

Title: President

Exhibit A

Articles of Amendment

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FORM 10 GROUP, INC.**

Form 10 Group, Inc., a Florida corporation organized and existing under the laws of the State of Florida (the "Corporation") hereby certifies as follows:

1. **Name of the Corporation.** The name of the Corporation is Form 10 Group, Inc.
2. **Date of Filing Articles of Incorporation.** The Corporation filed Articles of Incorporation on June 27, 2012 (the "Articles") with the Florida Department of State.
3. **Amendment to Articles.** The undersigned desires to amend the Corporation's Articles, and the Articles are hereby amended, by deleting the current Article IV in its entirety and inserting the following in its place:

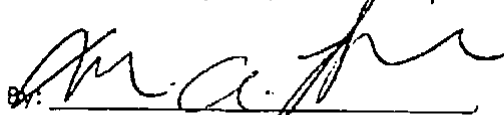
"ARTICLE IV

The number of shares of common stock that the Corporation is authorized to issue is 100,000, par value \$0.01."

4. **Adoption of Amendments.** The Amendment was adopted on August 7, 2019 by the shareholder and Board of Directors. The number of votes cast for the Amendment by the shareholder and Board of Directors was sufficient for approval.
5. **Effective Date and Time.** The effective date and time of these Articles of Amendment shall be the date and time they are filed with the Florida Department of State, Division of Corporations.

The undersigned has executed these Articles of Amendment to Articles of Incorporation as of the 7 day of August, 2019.

FORM 10 GROUP, INC., a Florida corporation


By: _____
Michael A. Banks, President