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SECRETARY OF STATE
DIVISION OF CORPORATION
12 NOV -7 PM 2:51

Merger

NOV - 8 2012

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Newspeak Enterprises, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Michael M. Maroone

Contact Person

Newspeak Enterprises, Inc.

Firm/Company

909 Poinciana Drive

Address

Fort Lauderdale, Florida 33301

City/State and Zip Code

mattmaroone@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard Huff Jr

Name of Contact Person

At (727)

386-4240

Area Code & Daytime Telephone Number

☐ 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 10, 2012

MICHAEL M MAROONE
NEWSPEAK ENTERPRISES, INC.
909 POINCIANA DR
FORT LAUDERDALE, FL 33301

SUBJECT: NEWSPEAK ENTERPRISES, INC.
Ref. Number: P12000072135

We have received your document for NEWSPEAK ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must be signed by an officer of both corporations.

Please add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

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.

Teresa Brown
Regulatory Specialist II

Letter Number: 512A00025051

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DIVISION OF CORPORATIONS
12 NOV -7 PM 2:51
corporation Act,

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 09/03/2012

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 09/03/2012

(Attach additional sheets if necessary)

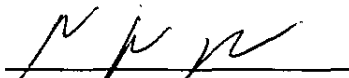
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

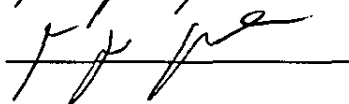
Typed or Printed Name of Individual & Title

Newspeak Enterprises, Inc.



Michael M. Maroone, President + CEO

Newspeak Enterprises, Inc.



Michael M. Maroone, President + CEO

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Florida

New York

See attached.

See attached.

(Attach additional sheets if necessary)

PLAN OF MERGER

This plan of merger is made as of September 14, 2012 by and between Newspeak Enterprises, Inc., a New York corporation ("Newspeak NY"), and Newspeak Enterprises, Inc., a Florida corporation ("Newspeak FL").

RECITALS

A. Newspeak NY was incorporated on June 20, 2011. Its current authorized capital stock consists of 200 shares of Common Stock, no par value, of which 200 shares are issued and outstanding.

B. Newspeak FL was incorporated on August 20, 2012. Its authorized capital stock consists of 1,000 shares of Common Stock, with no par value, of which 1,000 shares are issued and outstanding.

C. The respective Board of Directors of Newspeak NY and Newspeak FL deem it advisable and to the advantage of the each corporation that Newspeak NY merge with and into Newspeak FL upon the terms and subject to the conditions set forth in this Merger Agreement for the purpose of effecting a change of the state of incorporation of Newspeak NY from New York to Florida.

D. The shareholders of each corporation have approved this Merger Agreement.

NOW, THEREFORE, the parties do hereby adopt the plan of reorganization set forth in this Merger Agreement and do hereby agree that Newspeak NY shall merge with and into Newspeak FL on the following terms, conditions and other provisions:

1. MERGER AND EFFECTIVE TIME

Newspeak NY shall be merged with and into Newspeak FL, and Newspeak FL shall be the surviving corporation of the Merger effective on the date the Articles of Merger are filed with the Florida Department of State.

2. EFFECT OF MERGER

At the Effective Time, the separate corporate existence of Newspeak NY shall cease; the corporate identity, existence, power, rights and immunities of Newspeak FL as the surviving corporation shall continue unimpaired by the Merger; and Newspeak FL shall succeed to and

shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and proposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of Newspeak NY, all without further act of deed. The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation.

3. DIRECTORS AND OFFICERS

At the Effective Time, the directors and officers of Newspeak NY shall be and become the directors and officers (holding the same titles and positions) of the surviving corporation and after the Effective Time shall serve in accordance with the Certificate of Incorporation and Bylaws of the surviving corporation.

4. CONVERSION OF SHARES OF NEWSPEAK NY

Subject to the terms and conditions of this Agreement, at the Effective Time, each share of Newspeak NY Common Stock outstanding immediately prior thereto shall be automatically changed and converted into one fully paid and nonassessable, issued and outstanding share of Newspeak FL Common Stock.

5. CANCELLATION OF SHARES OF NEWSPEAK FL

At the Effective Time, all of the previously issued and outstanding shares of Newspeak FL Common Stock that were issued and outstanding immediately prior to the Effective Time shall be automatically retired and cancelled.

6. TAX-FREE REORGANIZATION

The Merger is intended to be a tax-free plan of reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.

IN WITNESS WHEREOF, this Merger Agreement is hereby executed on behalf of Newspeak FL and Newspeak NY.

Newspeak Enterprises, Inc.

a New York corporation

By: 

Michael M. Maroone

President and CEO

Newspeak Enterprises, Inc.

a Florida corporation

By: 

Michael M. Maroone

President and CEO

Exhibit

Name: Michael Matthew Maroone

Title: President & CEO

Address: 909 Poinciana Drive

Fort Lauderdale, FL 33301