

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
VARAM, INC.**

Certificate of Status	0
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Page Count	21
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Corporate Filing Menu

Help

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Varam, 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 P. Zanan, Esq.

Contact Person

Klehr Harrison Harvey Branzburg LLP

Firm/Company

1835 Market Street, Suite 1400

Address

Philadelphia, PA 19103

City/State and Zip Code

mzanan@klehr.com

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

For further information concerning this matter, please call:

Michael P. Zanan, Esq.

Name of Contact Person

At (215) 400-2845

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

STANDARD
12-31-12

FILED

2012 DEC 28 PM 3:45

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Varam, Inc.	Florida	P12000086068

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Varam Inc.	Pennsylvania	-

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2012 (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.)
(at 11:59 p.m. ET)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/26/2012.

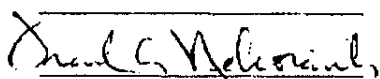
The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/26/2012.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleVaram, Inc.,
a Florida corporationFrank A. Nekoranik, PresidentVaram Inc.,
a Pennsylvania corporationFrank A. Nekoranik, President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan of Merger"); dated as of December 26, 2012, is made and executed by and among Varam Inc., a Pennsylvania corporation ("Varam PA"), and Varam, Inc., a Florida corporation ("Varam FL"), and after the Effective Time (as defined below), the "Surviving Corporation").

WITNESSETH:

WHEREAS, (i) Varam PA is a corporation duly incorporated and validly existing under the laws of the Commonwealth of Pennsylvania and (ii) Varam FL is a corporation duly incorporated and validly existing under the laws of the State of Florida;

WHEREAS, all of the shares of capital stock of each of Varam PA and Varam FL are owned by Frank A. Nekoranik, an individual residing within the Commonwealth of Pennsylvania ("Nekoranik");

WHEREAS, in accordance with Section 1921(b) of the Pennsylvania Business Corporation Law of 1988, as amended, and Section 607.1107(1) of the Florida Business Corporation Act, as amended (the "FL Act"), Varam PA and Varam FL have agreed to enter into the Merger (as defined below), and Varam FL shall be the surviving entity of the Merger;

WHEREAS, the Merger will further certain business objectives of the parties, including, but not limited to, minimizing costs and simplifying the current organizational structure;

WHEREAS, all of the outstanding shares of capital stock of Varam PA shall be cancelled in the manner provided in Section 5 of this Plan of Merger; and

WHEREAS, the board of directors and the sole shareholder of each of Varam PA and Varam FL have approved and declared advisable this Plan of Merger and the merger of Varam PA with and into Varam FL on the terms and conditions set forth herein.

NOW, THEREFORE, the parties hereto agree as follows:

1. **Merger**. At the Effective Time (as such term is defined in Section 7), (i) Varam PA will merge with and into Varam FL (the "Merger"), whereupon the separate existence of Varam PA shall cease, and (ii) Varam FL will be the surviving corporation and shall continue its existence as said corporation, all in accordance with the provisions of the FL Act. As a result of the Merger, all assets of Varam PA, as they exist at the Effective Time, shall pass to and vest in the Surviving Corporation without any conveyance or other transfer. The Surviving Corporation shall be responsible for all liabilities and obligations of every kind of Varam PA as of the Effective Time. At the Effective Time, all of the outstanding shares of capital stock of Varam PA shall be cancelled in the manner provided in Section 5.

2. **Approval of Merger**. This Plan of Merger has been authorized and approved by (i) the board of directors and the sole shareholder of Varam PA and (ii) the board of directors and the sole shareholder of Varam FL, each in accordance with the articles of incorporation and

bylaws of each of Varam PA and Varam FL, respectively, and the laws of the Commonwealth of Pennsylvania and the State of Florida, as applicable.

3. **Articles of Incorporation.** At the Effective Time, the articles of incorporation of Varam FL shall be the articles of incorporation of the Surviving Corporation, until thereafter amended as provided therein and by applicable law.

4. **By-Laws.** At the Effective Time, the bylaws of Varam FL shall be the bylaws of the Surviving Corporation, until thereafter amended as provided therein and by applicable law.

5. **Capital Stock of Varam PA.** At the Effective Time, (i) the shares of capital stock of Varam PA owned and held by Nekoranik shall no longer be outstanding and shall automatically be cancelled and shall cease to exist, and Nekoranik shall cease to have any rights with respect thereto, and (ii) such shares of capital stock shall not be converted into the right to receive any shares of capital stock or other securities in the Surviving Corporation.

6. **Capital Stock of Varam FL.** At the Effective Time, the shares of capital stock of Varam FL owned and held by Nekoranik immediately prior to the Merger shall continue to be outstanding and owned and held by Nekoranik following the Merger.

7. **Filing; Effective Time.** The parties hereto shall cause the Merger to be consummated by filing (i) articles/certificate of merger, in the form attached hereto as Exhibit A (the "PA Articles of Merger"), with the Department of State – Corporation Bureau of the Commonwealth of Pennsylvania, and (ii) articles of merger, in the form attached hereto as Exhibit B (the "FL Articles of Merger"), with the Department of State – Division of Corporations of the State of Florida. The Merger shall be effective as set forth in the PA Articles of Merger as filed with the Department of State – Corporation Bureau of the Commonwealth of Pennsylvania and as set forth in the FL Articles of Merger as filed with the Department of State – Division of Corporations of the State of Florida (the "Effective Time").

8. **Representations and Warranties of Varam PA.** Varam PA hereby represents and warrants to Varam FL as follows:

(a) **Binding Effect.** This Plan of Merger, and each agreement entered into in connection herewith (collectively, the "Transaction Documents") to which Varam PA is a party, have been duly executed and delivered by Varam PA and are valid and binding obligations of Varam PA, enforceable against Varam PA in accordance with their terms, except as such enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium, liquidation or similar laws relating to the enforcement of creditors' rights and remedies or by other equitable principles of general application. The Transaction Documents have been duly authorized by all necessary action on the part of Varam PA.

(b) **No Conflicts.** The execution and delivery by Varam PA of each Transaction Document to which it is a party does not, and the consummation of the Merger and compliance with the terms hereof and thereof will not, conflict with, or result in any violation of or default (with or without notice or lapse of time, or both) under, or give rise to a right of termination, cancellation or acceleration of any obligation or to loss of a material benefit under, or result in the creation of any lien upon any of the properties or assets of Varam PA under, any

provision of (i) the organizational documents of Varam PA, (ii) any contract, lease, license, indenture, note, bond, agreement, permit, concession, franchise or other instrument (a "Contract") to which Varam PA is a party or (iii) any judgment, order or decree ("Judgment") or statute, law, ordinance, rule or regulation ("Law") applicable to Varam PA or its respective properties or assets.

9. **Representations and Warranties of Varam FL.** Varam FL hereby represents and warrants to Varam PA as follows:

(a) **Binding Effect.** The Transaction Documents to which Varam FL is a party have been duly executed and delivered by Varam FL and are valid and binding obligations of Varam FL, enforceable against Varam FL in accordance with their terms, except as such enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium, liquidation or similar laws relating to the enforcement of creditors' rights and remedies or by other equitable principles of general application. The Transaction Documents have been duly authorized by all necessary action on the part of Varam FL.

(b) **No Conflicts.** The execution and delivery by Varam FL of each Transaction Document to which it is a party does not, and the consummation of the Merger and compliance with the terms hereof and thereof will not, conflict with, or result in any violation of or default (with or without notice or lapse of time, or both) under, or give rise to a right of termination, cancellation or acceleration of any obligation or to loss of a material benefit under, or result in the creation of any lien upon any of the properties or assets of Varam FL under, any provision of (i) the organizational documents of Varam FL, (ii) any Contract to which Varam FL is a party or (iii) any Judgment or Law applicable to Varam FL or its respective properties or assets.

10. **Termination.** This Plan of Merger may be terminated, and the Merger abandoned, by Varam PA or Varam FL at any time prior to the Effective Time.

11. **Governing Law; Forum.** This Plan of Merger shall be governed by, and construed in accordance with, the internal laws of the State of Florida applicable to contracts made and to be performed entirely within the State of Florida (without giving effect to principles of choice of law or conflict of laws that would require application of the laws of a jurisdiction other than the State of Florida). Any action between Varam PA and Varam FL that arises under or in any way relates to this Plan of Merger may be brought only in the state or federal courts located in the State of Florida. Each of Varam PA and Varam FL hereby consents to the exclusive jurisdiction of such courts to decide any and all such actions and to such venue. Each of Varam PA and Varam FL irrevocably waives and agrees not to assert any defense based on the inconvenience of such jurisdiction or venue.

12. **Counterparts.** This Plan of Merger may be executed in one or more counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts of this Plan of Merger have been signed by each party and delivered to the other party.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the day and year first written above.

VARAM INC.,
a Pennsylvania corporation

By:



Name: Frank A. Nekoranik

Title: President

VARAM, INC.,
a Florida corporation

By:



Name: Frank A. Nekoranik

Title: President

EXHIBIT A

Articles/Certificate of Merger – Pennsylvania

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU****Articles/Certificate of Merger**

(15 Pa.C.S.)

- ☒ Domestic Business Corporation (§ 1926)
☐ Domestic Nonprofit Corporation (§ 5926)
☐ Limited Partnership (§ 8547)

Name Michael P. Zanan, Esq.		
Address 1835 Market Street, Suite 1400		
City Philadelphia	State PA	Zip Code 19103

Document will be returned to the
name and address you enter to
the left.

←

Fee: \$150 plus \$40 additional for each
Party in additional to two.

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
Varam, Inc.

2. Check and complete one of the following:

☐ The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
-----------------------	------	-------	-----	--------

(b) Name of Commercial Registered Office Provider	County
c/o	

☒ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of Florida and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
110 Terry Drive, Ste. 200	Newtown	PA	18940	Bucks

(b) Name of Commercial Registered Office Provider	County
c/o	

☐ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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DSCB:15-1926/5926/8547-2

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
Varam Inc.	110 Terry Drive, Ste. 200, Newtown, PA 18940,		Bucks County

4. Check, and if appropriate complete, one of the following:

- ☐ The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.
- ☒ The plan of merger shall be effective on: December 31, 2012 at 11:59 p.m. (Eastern Time)
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Varam Inc.	Adopted by written consent of the board of directors and the sole shareholder pursuant to § 15 Pa.C.S. 1924.

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.~~

~~The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.~~

7. Check, and if appropriate complete, one of the following:

- ☐ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.
- ☒ Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

194 Inlet Drive	St. Augustine	FL	32080	St. Johns County
Number and street	City	State	Zip	County

DSCB: 15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned
corporation/limited partnership has caused these
Articles/Certificate of Merger to be signed by a duly
authorized officer thereof this

_____ day of December
2012

Varam Inc., a Pennsylvania corporation

Name of Corporation/Limited Partnership

Signature

By: Frank A. Nekoranik, President

Title

Varam, Inc., a Florida corporation

Name of Corporation/Limited Partnership

Signature

By: Frank A. Nekoranik, President

Title

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

☐ Revenue ☐ Labor & Industry

☐ Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (survivor or new entity if merger or consolidation):
Varam, Inc.

Entity number, if known: Incorporation/qualification date in PA:

State of Inc: Federal EIN: Specified effective date, if any:
(at 11:59 p.m. ET)

Part II. Check proper box:

☐ Amendment (complete Section A) ☒ Merger, Consolidation or Division (complete Section B,C or D)
☐ Consolidation (complete Section C) ☐ Division (complete Section D)
☐ Conversion (complete Section A & E) ☐ Correction (complete Section A)
☐ Termination (complete Section H) ☐ Revival (complete Section G)
☐ Dissolution before Commencement of Business (complete Section F)

Section A - Check box(es) which pertain to changes:

____ Name: _____

____ Registered Office: Number & street/RD number & box number City State Zip County

____ Purpose: _____

____ Stock (aggregate number of share authorized): _____ Effective date: _____

____ Term of Existence: _____ Other: _____

☒ **Section B - Merger** Complete Section A if any changes to surviving entity:
Merging Entities are: (attach sheet for additional merging entities)

Name: Varam Inc.	Entity #, if known: 3933997
---------------------	--------------------------------

Effective date: 12/31/2012	Inc./qual. date in PA, 02/09/2010	State of Inc. PA
-------------------------------	--------------------------------------	---------------------

Name: Varam, Inc.	Entity #, if known: TBD
----------------------	----------------------------

Effective date: 12/31/2012	Inc./qual. date in PA, TBD	State of Inc. FL
-------------------------------	-------------------------------	---------------------

Section C - Consolidation

Consolidating Entities are: *(attach sheet for additional consolidating entities)*
Name: _____

Entity #, if known: _____ Inc./qual. date in PA. _____ State of Inc. _____

Name: _____

Entity #, if known: _____ Inc./qual. date in PA. _____ State of Inc. _____

Section D - Division

Forming new entity(s) named below: *(attached sheet for additional entities)*

Name: _____ Entity Number: _____

Name: _____ Entity Number: _____

Check one: ☐ Entity named in Part I survives. (any changes, complete Section A)
☐ Entity named in Part I does not survive.

Section E - Conversion *(complete Section A)*

Check one: ☐ Converted from nonprofit to profit ☐ Converted from profit to nonprofit

Section F - Dissolved by Shareholders or Incorporators Before Commencement of Business

Section G - Statement of Revival *(complete Section A for any changes to revived entity)*

Entity named in Part I hereby revives its charter or articles which were forfeited by Proclamation or expired.

Section H - Statement of Termination *(attach sheet for additional entities involved)*

_____ filed in the Department of State on _____ is/are hereby terminated.
(type of filing made) _____ month/date/year hour, if any

If merger, consolidation or division, list all entities involved, other than that listed in Part I:

Name: _____ Entity number: _____

Name: _____ Entity number: _____

EXHIBIT B

Articles of Merger – Florida

ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Varam, Inc.	Florida	P12000086068

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Varam Inc.	Pennsylvania	-

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2012 (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.)
(at 11:59 p.m. ET)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/26/2012

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/26/2012

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleVaram, Inc.,
a Florida corporationFrank A. Nekoranik, PresidentVaram Inc.,
a Pennsylvania corporationFrank A. Nekoranik, President

PLAN OF MERGER**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

NameJurisdiction

Second: The name and jurisdiction of each **merging** corporation:

NameJurisdiction

Third: The terms and conditions of the merger are as follows:

Fourth: The manner and basis 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 rights 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:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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 rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: