

7/15/2014 12:50:51 From: To: 8506176380

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Division of Corporations

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Florida Department of State  
Division of Corporations  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE  
QVO, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	13
Estimated Charge	\$70.00

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14 JUL 15 AM 10:14  
TALLAHASSEE, FLORIDA

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7/15/2014

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** QVO, 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:

Sheri Martin, Senior Corporate Paralegal  
Contact Person

Wilson Sonsini Goodrich & Rosati  
Firm/Company

12235 El Camino Real, Suite 200  
Address

San Diego, CA 92130  
City/State and Zip Code

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

For further information concerning this matter, please call:

Brandon Zavala At ( 714 ) 420-8022  
Name of Contact Person 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

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14 JUL 15 AM 10:15

## **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)
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<u>QVO, Inc.</u>	<u>Delaware</u>	
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**Second:** The name and jurisdiction of each merging corporation:

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

**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 July 15, 2014.

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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on July 15, 2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

**Brandon Zavala, President & CEO**

**Brandon Zavala, President**

**AGREEMENT AND PLAN OF MERGER OF  
QVO, INC., A DELAWARE CORPORATION,  
AND QVO, INC., A FLORIDA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER AND REORGANIZATION dated as of July 15, 2014 (the "*Agreement*") is between QVO, Inc., a Delaware corporation ("*QVO Delaware*"), and QVO, Inc., a Florida corporation ("*QVO Florida*"). QVO Delaware and QVO Florida are sometimes referred to herein as the "*Constituent Corporations*."

**RECITALS**

A. QVO Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 13,725,490 shares, with par value of \$0.0001 per share, of which 13,725,490 shares are designated "*Common Stock*," with par value of \$0.0001 per share.

B. QVO Florida is a corporation duly organized and existing under the laws of the State of Florida and has an authorized capital of 2,000 shares, of which 2,000 shares are designated "*Common Stock*," no par value.

C. The Board of Directors of QVO Florida has determined that, for the purpose of effecting the reincorporation of QVO Florida in the State of Delaware, it is advisable and in the best interests of QVO Florida and its shareholders that QVO Florida merge with and into QVO Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors, the shareholders of QVO Florida and the sole stockholder of QVO Delaware have approved this Agreement and have directed that this Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, QVO Delaware and QVO Florida hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

**I**

**MERGER**

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Florida Business Corporations Act, QVO Florida shall be merged with and into QVO Delaware (the "*Merger*"), the separate existence of QVO Florida shall cease, QVO Delaware shall be, and is herein sometimes referred to as, the "*Surviving Corporation*," and the name of the Surviving Corporation shall be QVO, Inc.

1.2 Filing and Effectiveness. The Merger shall become effective upon filing, after the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the stockholders or shareholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the Florida Business Corporations Act; and

(b) An executed Agreement and Plan of Merger or an executed counterpart of this Agreement meeting the requirements of the Florida Business Corporations Act shall have been filed with the Secretary of State of the State of Florida.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "*Effective Date of the Merger.*"

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of QVO Florida shall cease, and QVO Delaware, as the Surviving Corporation: (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger; (ii) shall be subject to all actions previously taken by its and QVO Florida's Board of Directors; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of QVO Florida in the manner as more fully set forth in Section 259 of the Delaware General Corporation Law; (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger; and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of QVO Florida in the same manner as if QVO Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the Florida Business Corporations Act.

1.4 Tax Treatment. That the Merger is intended to qualify as a tax-free reorganization, and this Agreement is hereby adopted as a plan of reorganization, under Section 368(a) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any succeeding law).

## II

### CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of QVO Delaware as in effect immediately prior to the Effective Date of the Merger shall be the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of QVO Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of QVO Florida immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

## III

### MANNER OF CONVERSION OF STOCK

3.1 QVO Delaware Common Stock. Upon the Effective Date of the Merger, each share of Common Stock of QVO Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by QVO Delaware, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

#### IV

#### GENERAL

4.1 Covenants of QVO Delaware. QVO Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) File any and all documents with the Florida Department of Revenue necessary for the assumption by QVO Delaware of all of the tax liabilities of QVO Florida; and

(b) Take such other actions as may be required by the Florida Business Corporations Act.

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

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either QVO Florida or QVO Delaware, or both, notwithstanding the approval of this Agreement by the shareholders of QVO Florida or by the sole stockholder of QVO Delaware, or by both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretaries of State of the States of Florida and Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders or stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or Series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would materially adversely affect the holders of any class of shares or series thereof of such Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801, County of New Castle, and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 18301 Von Karman Ave, Ste 470, Irvine, CA 92612, and copies thereof will be furnished to any shareholder or stockholder of either constituent Corporation, upon request and without cost.

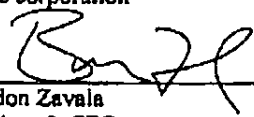
4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the Florida Business Corporations Act.

4.8 Counterparts. In order to facilitate the filing and recording of this 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 constitute one and the same instrument.

\* \* \*

IN WITNESS WHEREOF, this Agreement, having first been approved by resolutions of the Boards of Directors of QVO Delaware and QVO Florida, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

QVO, Inc.  
a Delaware corporation

By:   
Brandon Zavala  
President & CEO

QVO, Inc.,  
a Florida corporation

By:   
Brandon Zavala  
President

QVO  
(Florida Corporation)

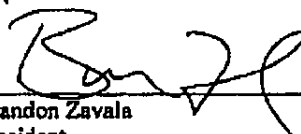
OFFICER'S CERTIFICATE

Brandon Zavala certifies that:

1. He is the President of QVO, Inc., a corporation organized under the laws of the State of Florida.
2. The corporation has an authorized capital of 2,000 shares, of which 2,000 shares are designated "*Common Stock*," no par value.
3. There were 0 shares of Common Stock issued and outstanding as of the date of the shareholders' written consent approving the Agreement and Plan of Merger attached hereto (the "*Merger Agreement*"). All shares of Common Stock outstanding were entitled to vote on the merger.
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class of stock which equaled or exceeded the vote required.
5. The percentage vote required was greater than 50% of the votes entitled to be cast by holders of Common Stock, voting together as a separate class.
6. Brandon Zavala further 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 to his own knowledge.

*[Signature Page Follows]*

This Officer's Certificate is hereby executed on July 15, 2014.

A handwritten signature in black ink, appearing to read "B. Zavala", is written over a horizontal line.

Brandon Zavala  
President  
QVO, Inc.  
(Florida Corporation)

QVO, Inc.  
(Delaware Corporation)

OFFICER'S CERTIFICATE

Brandon Zavala certifies that:

1. He is the President and Chief Executive Officer of QVO, Inc., a corporation organized under the laws of the State of Delaware.
2. The corporation has an authorized capital of 13,725,490 shares, with par value of \$0.0001 per share, of which 13,725,490 shares are designated "*Common Stock*," \$0.0001 par value.
3. There were 1,000 shares of Common Stock outstanding and entitled to vote on the Agreement and Plan of Merger attached hereto (the "*Merger Agreement*").
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of 100% of the outstanding shares of Common Stock of QVO Delaware.
5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of outstanding shares of Common Stock.
6. Brandon Zavala further declares under penalty of perjury under the laws of the State of Florida and Delaware that the matters set forth in this certificate are true and correct to his own knowledge.

*[Signature Page Follows]*

This Officer's Certificate is hereby executed on July 15 2014.

A handwritten signature in black ink, appearing to read "B. Zavala", written over a horizontal line.

Brandon Zavala  
President and Chief Executive Officer  
QVO, Inc.  
(Delaware Corporation)