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Florida Department of State
Division of Corporations
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Division of Corporations
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MERGER OR SHARE EXCHANGE

Addigy, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	16
Estimated Charge	\$78.75

EFFECTIVE DATE
7-31-16

JUL 29 2016

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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)
Addigy, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)	<u>EFFECTIVE DATE</u>
Addigy, Inc.	Florida	P13000032328	7-31-16

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 07 / 31 / 2016 (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 20, 2016

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 July 20, 2016

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Addigy, Inc., a Delaware Corp

President

Addigy, Inc., a Florida Corp

President

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AGREEMENT AND PLAN OF

MERGER OF

ADDIGY, INC.
a Delaware

corporation, and

ADDIGY, INC.
a Florida corporation

This Agreement and Plan of Merger dated as of July 20, 2016 (the "Agreement") is between Jason, Dettbarn ("Dettbarn"), Addigy, Inc., a Florida corporation ("Addigy-FL"), and Addigy, Inc., a Delaware corporation ("Addigy-DE"). Addigy-DE and Addigy-FL are sometimes referred to in this Agreement as the "Constituent Corporations."

RECITALS

A. Addigy-DE is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 20,000,000 shares, each having a par value of \$0.00001 per share, 12,800,000 of which are designated Voting Common Stock and 7,200,000 of which are designated Non-Voting Common Stock. As of the date hereof, all 12,800,000 Voting shares of Addigy-DE Common Stock are issued and outstanding, all of which are held by Dettbarn and 2,880,000 Non-Voting shares of Addigy-DE Common Stock are issued and outstanding.

B. Addigy-FL is a corporation duly organized and existing under the laws of the State of Florida and has authority to issue one class of shares consisting of 100,000 shares, having no par value per share. As of the date all shares of Addigy-FL Common Stock are issued and outstanding and are held by Dettbarn.

C. The Board of Directors of Addigy-FL has determined that, for the purpose of effecting the reincorporation of Addigy-FL in the State of Delaware, it is advisable and in the best interests of Addigy-FL and its shareholders that Addigy-FL merge with and into Addigy-DE upon the terms and conditions provided in this Agreement.

D. The respective Boards of Directors of Addigy-DE and Addigy-FL have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholders and executed by the undersigned officers.

E. It is intended that the Merger (as defined below) will qualify as a tax-free reorganization within the meaning of section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

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AGREEMENT

In consideration of the mutual agreements and covenants set forth herein, Dettbarn, Addigy-DE and Addigy-FL hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1. Merger.

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Florida Business Corporations Act, Addigy-FL shall be merged with and into Addigy-DE (the "Merger"), the separate existence of Addigy-FL shall cease and Addigy-DE shall be, and is sometimes referred to below as, the "Surviving Corporation," and, as set forth in the Certificate of Incorporation referenced in Section 2.1 hereof, the name of the Surviving Corporation shall be Addigy, Inc.

1.2 Filing and Effectiveness. The Merger shall become effective July 31, 2016 ("Effective Date of the Merger") assuming the prior completion of the following actions:

(a) Adoption and approval of this Agreement and the Merger by the stockholders of each Constituent Corporation in accordance with the applicable requirements of the Delaware General Corporation Law and the Florida Business Corporation Act.

(b) The satisfaction or waiver of all of the conditions precedent to the consummation of the Merger as specified in this Agreement.

(c) The filing with the Secretary of State of Delaware of an executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law.

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

1.4 Tax-Free Reorganization. It is intended by the parties hereto that the Merger will constitute a "reorganization" within the meaning of Section 368(a) of the Code. The parties to this Agreement hereby adopt this Agreement as a "plan of reorganization" within the meaning of Treasury Regulations Section 1.368-2(g).

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2. Charter Documents, Directors and Officers

2.1 Certificate of Incorporation. The Certificate of Incorporation of Addigy-DE, as in effect immediately prior to the Effective Date of the Merger, shall be the Certificate of Incorporation of the Surviving Corporation on the Effective Date of the Merger.

2.2 Bylaws. The Bylaws of Addigy-DE 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 Addigy-DE 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 as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

3. Manner of Conversion of Stock

3.1 Addigy-FL Common Stock. Upon the Effective Date of the Merger, all shares of Addigy-FL Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, Dettbarn or any other person, be converted into and exchanged for one fully paid and nonassessable share of Non-Voting Common Stock, \$0.00001 par value, of the Surviving Corporation.

3.2 Addigy-DE Common Stock. Upon the Effective Date of the Merger, all equity of Addigy-DE issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Addigy-DE, the holder of such equity or any other person, shall remain unchanged and continue in full force and effect.

4. General

4.1 Covenants of Addigy-DE. Addigy-DE covenants and agrees that it will, as soon as practicable after the Effective Date of the Merger, to the extent required by Florida tax or corporate law:

(a) Qualify to do business as a foreign corporation in the State of Florida and irrevocably appoint an agent for service of process as required under the provisions of the Florida Business Corporation Act;

(b) File any and all documents with the Florida Franchise Tax Board necessary for the assumption by Addigy-DE of all of the franchise tax liabilities of Addigy-FL; and

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

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4.2 Further Assurances. From time to time, as and when required by Addigy-DE or by its successors or assigns, there shall be executed and delivered on behalf of Addigy-FL such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Addigy-DE the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Addigy-FL and otherwise to carry out the purposes of this Agreement, and the officers and directors of Addigy-DE are fully authorized in the name and on behalf of Addigy-FL 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 Addigy-FL or Addigy-DE, or both, notwithstanding the approval of this Agreement by the shareholders of Addigy-FL or by the sole stockholder of Addigy-DE, or by both.

4.4 Amendment. Either of 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 Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (a) 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, (b) alter or change any term of the Certificate of Incorporation of the Surviving Corporation, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class of shares or series of capital stock of such Constituent Corporation.

4.5 Registered Office. The address of the Surviving Corporation's registered office in the State of Delaware is 16192 Coastal Highway, Lewes, DE 19958-9776. The name of its registered agent at such address is Harvard Business Services, Inc..

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 10240 SW 56 Street, #111, Miami, FL 33165 and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law: Jurisdiction. This Agreement and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of Delaware, without giving effect to principles of conflicts of law. Each of the parties to this Agreement consents to the exclusive jurisdiction and venue of the courts of the state and federal courts of Miami-Dade County, Florida.

4.8 Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall

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constitute one instrument.


4.9 Exhibits A and B and C. Attached hereto as Exhibits A and B are Officers' Certificate of Approval of Merger for each of Addigy-FL and Addigy-DE, respectively. Exhibit C is the Stock Purchase Agreement between Dettbarn and Addigy-DE.

[Signature Page Follows]

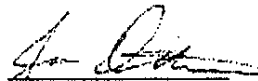
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The undersigned authorized representatives of the Constituent Corporations and Dettbarn have executed and acknowledged this Agreement and Plan of Merger as of the date first set forth above.


ADDIGY, INC.
a Delaware corporation

By: 
Jason Dettbarn
President

ADDIGY, INC.
a Florida corporation

By: 
Jason Dettbarn
President

JASON DETTBARN

By: 
Jason Dettbarn

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Exhibit A

ADDIGY, INC.
A Florida corporation

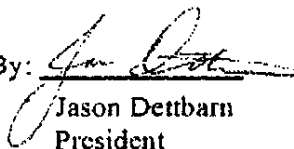
**Officers' Certificate of Approval of
Merger**

The undersigned, Jason Dettbarn, does hereby certify that:

1. He is the President of Addigy, Inc., a corporation organized under the laws of the State of Florida (the "Corporation").
2. The Agreement and Plan of Merger (the "Agreement") in the form attached hereto was duly approved by the Board of Directors and shareholders of the Corporation.
3. The Corporation has one authorized class of shares outstanding, designated as Common Stock. The total number of outstanding shares of Common Stock of the Corporation outstanding and entitled to vote upon the Merger was 100,000 shares.
4. The principal terms of the Agreement were approved by the shareholders of the Corporation by the vote of a number of the shares of Common Stock which equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock.

The undersigned declares under penalty of perjury under the laws of the States of Florida and Delaware that the matters set forth in this certificate are true and correct of my own knowledge.

Executed in Miami, Florida, on July 20, 2016

By: 
Jason Dettbarn
President

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Exhibit B

ADDIGY, INC.
A Delaware
corporation

**Officers' Certificate of Approval of
Merger**

The undersigned, Jason Dettbarn, does hereby certify that:

1. He is the President of Addigy, Inc., a corporation organized under the laws of the State of Delaware (the "Corporation").
2. The Agreement and Plan of Merger (the "Agreement") in the form attached hereto was duly approved by the Board of Directors and sole stockholder of the Corporation.
3. There are one 12,800,000 shares of Common Stock outstanding and entitled to vote on the Agreement.
4. The principal terms of the Agreement were approved by the stockholder of the Corporation by the vote of a number of the shares of Common Stock which equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock.

The undersigned declares under penalty of perjury under the laws of the States of Florida and Delaware that the matters set forth in this certificate are true and correct of my own knowledge.

Executed in Miami, Florida, on July 20, 2016

By: 

Jason Dettbarn
President

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Exhibit C

ADDIGY, INC.

COMMON STOCK PURCHASE AGREEMENT

This Common Stock Purchase Agreement (the "Agreement") is made as of July 20, 2016 by and between Jason Dettbarn (the "Dettbarn"), and Addigy, Inc., a Delaware corporation ("Purchaser").

WHEREAS:

- A. Dettbarn is the owner of all of the 100,000 issued and outstanding common shares no par value (the "Shares") of Addigy, Inc., a Florida Corporation ("Addigy-FL"), and in conjunction with a tax free Agreement and Plan of Merger dated as of July 20, 2016, Addigy-FL will be merged into Purchaser with Purchaser as the surviving entity (the "Merger").
- B. To effectuate the Merger, Dettbarn desires to sell to the Purchaser, and Purchaser agrees to buy, all of the Shares in exchange for 1 Non-Voting Share of Purchaser.

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

1. Sale and Purchase of the Shares

In accordance with the terms and conditions of this Agreement Dettbarn sells to the Purchaser, who purchases, the Shares representing 100% of the issued and outstanding equity of Addigy-FL.

2. Sale Price

The sale price for the Shares shall be 1 share of Non-Voting Common Stock of Purchaser which shall be duly issued to Dettbarn.

3. Seller Warranties

Dettbarn represents and warrants to the Purchaser that it has not disposed of the Shares or otherwise restricted its power to dispose of the Shares. To the knowledge of the Seller, the

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Shares were validly issued, are fully paid up and are not subject to any transfer restrictions prohibiting the sale hereunder.

4. Securities Compliance.

The Purchaser represents and warrants that it is acquiring the Shares for investment purposes only and not with a view to the distribution of the Shares, as such term is defined under the Securities Act of 1933, as amended (the "Securities Act"). The Purchaser understands and acknowledges that the Shares constitute "restricted stock" as such term is defined under the Securities Act and may not be sold or otherwise transferred unless registered under the Securities Act or unless an appropriate exemption from registration shall then exist. Detlbarn acknowledges and agrees that the one NVAS he is receiving will be subject to the same terms, conditions and restrictions as set forth in the Founder Voting Stock Purchase Agreement dated March 4, 2016 between Detlbarn and Purchaser.

5. Counterparts.

This Agreement and any amendments hereto may be executed in one or more counterparts, each of which shall be an original. Any such counterpart, to the extent delivered by means of a facsimile machine or electronic mail, shall be treated in all manner and respects as an original executed counterpart and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person.

**THE REST OF THIS PAGE INTENTIONALLY HAS BEEN LEFT BLANK –
SIGNATURES FOLLOW ON THE NEXT PAGE**

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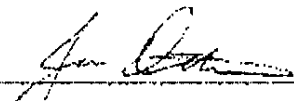
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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered as of the date first written above.

PURCHASER

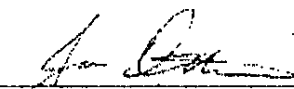
Addigy, Inc., a Delaware Corp.

By: 

Name: Jason Dettbarn

Its: President

SELLER: Jason Dettbarn



(signature)

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