

P13000042321

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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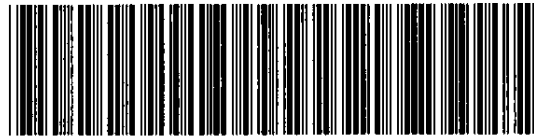
(Business Entity Name)

(Document Number)

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3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

850-508-1891 (cell)

Date: 3/7/17  
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Name:	Intercibus Corp.
Document #:	
Order #:	10394962

Certified Copy of Arts & Amend:			
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Amount: \$ 78.75

Thank you!

**COVER LETTER**

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**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Intercibus Corporation

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

**Gaye Greenwald**

Contact Person

**Norris, McLaughlin & Marcus, PA**

Firm/Company

**721 Route 202-206, Suite 200**

Address

**Bridgewater, NJ 08807**

City/State and Zip Code

**smazza@inter-sourceinc.com**

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

For further information concerning this matter, please call:

**Gaye Greenwald**

Name of Contact Person

At ( **908** ) **252-4248**

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

**ARTICLES OF MERGER**  
**(Profit Corporations)**

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DIVISION OF CORPORATIONS  
17 MAR 2015  
AM 11:40

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)
Intercibus Corporation	Florida	P13000042321

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Intercibus Corporation	New Jersey	0100277420

**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.)

**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 June 26, 2015.

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 June 26, 2015.

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)



**AGREEMENT AND PLAN OF MERGER  
OF  
INTERCIBUS CORPORATION  
INTO  
INTERCIBUS CORPORATION**

This Agreement and Plan of Merger of INTERCIBUS CORPORATION ("**Intercibus NJ**"), a New Jersey corporation, with and into INTERCIBUS CORPORATION ("**Intercibus FL**"), a Florida corporation, is made this 26<sup>th</sup> day of June, 2015.

**WITNESSETH**

WHEREAS, the shareholders and Boards of Directors of each of Intercibus NJ and Intercibus FL have determined that it is in the best interest of their respective corporations that Intercibus NJ merge with and into Intercibus FL in accordance with the New Jersey Business Corporation Act and the Florida Business Corporation Act.

NOW, THEREFORE, the parties set forth the following Plan and Agreement of Merger:

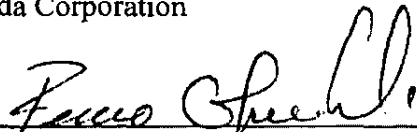
1. **Merger/Surviving Corporation.** Intercibus NJ shall be merged with and into Intercibus FL, which shall be the surviving corporation.
2. **Terms and Conditions of Merger.** On the effective date of the merger of Intercibus NJ with and into Intercibus FL:
  - 2.1. *The separate existence of Intercibus NJ shall cease and Intercibus FL shall continue in existence;*
  - 2.2. *Intercibus FL shall thereupon and thereafter possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of Intercibus NJ;*
  - 2.3. *All real and personal property, tangible and intangible, of every kind and description belonging to each of Intercibus NJ and Intercibus FL shall be vested in Intercibus FL without further action or deed, and the title to any real estate, or any interest therein, vested in any of Intercibus NJ or Intercibus FL, shall not revert or be in any way impaired by reason of the merger;*
  - 2.4. *Intercibus FL shall be liable for all of the obligations and liabilities of Intercibus NJ and any claim existing or action or proceeding pending by or against Intercibus NJ may be prosecuted to judgment by Intercibus FL as if the merger had not taken place or Intercibus FL may be substituted in place of Intercibus NJ. Neither the rights of the creditors nor any liens on the property of Intercibus NJ shall be impaired by the merger;*

- 2.5. The assets and liabilities of Intercibus NJ as of the effective date of the merger shall be taken onto the books of Intercibus FL at the amounts at which they are carried on the books of Intercibus NJ;
- 2.6. The Certificate of Incorporation of Intercibus FL as in effect on the effective date of the merger shall be and shall continue to be the Certificate of Incorporation of Intercibus FL until altered, amended, changed or repealed as provided by law, and the bylaws of Intercibus FL as in effect on the effective date of the merger shall be and shall continue to be the bylaws of Intercibus FL until amended or repealed as provided therein;
- 2.7. The directors of Intercibus FL on the effective date of the merger shall continue to be directors of Intercibus FL for the terms for which they were elected and qualified as provided by law and the bylaws of Intercibus FL, and all persons who shall be executive or administrative officers on the effective date of the merger shall continue to hold the same such offices until their respective successors are chosen and qualified by the Board of Directors of Intercibus FL;
- 2.8. The shareholders of Intercibus NJ shall receive consideration in the amount of one (1) share of Intercibus FL stock for every ten (10) shares of Intercibus NJ stock currently owned of record by the Intercibus NJ shareholders and no additional shares of stock of Intercibus FL shall be issued in exchange for those issued and outstanding shares of Intercibus NJ common stock currently owned of record by the Intercibus NJ shareholders; all asset of Intercibus NJ shall be transferred to Intercibus FL; and
- 2.9. As of the effective date, all shares of Intercibus NJ issued and outstanding prior to the merger shall be canceled and retired.
3. Abandonment Provision. This Agreement and Plan of Merger may be abandoned at any time prior to the filing of the Certificate of Merger with the state of New Jersey or the state of Florida by mutual consent of the parties. In the event of abandonment of this Agreement and Plan of Merger, this Agreement shall become null and void and there shall be no liability or obligation on the part of either party.
4. Effective Date. This merger shall be effective when the certificate of merger is filed with the State of New Jersey and the Articles of Merger are filed with the State of Florida.
5. Further Assurances. If at any time Intercibus FL determines that additional conveyances, documents or other actions are necessary to carry out the provisions of this Agreement and Plan of Merger, it is understood and agreed by the parties that Intercibus FL shall have the authority to execute such conveyances or

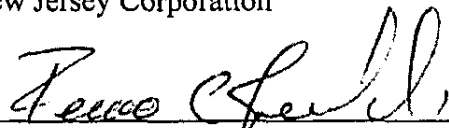
documents and take such actions on behalf of Intercibus NJ as may be required as agent and attorney-in-fact, with full power of substitution, to take any and all action on behalf of Intercibus NJ as may be required to carry out the purposes and provisions of this Agreement and Plan of Merger.

**IN WITNESS WHEREOF**, Intercibus FL and Intercibus NJ have each caused this Agreement and Plan of Merger to be signed by their respective presidents, who have been duly authorized to act.

INTERCIBUS CORPORATION,  
a Florida Corporation

By:   
Fermo C. Jaeckle, President

INTERCIBUS CORPORATION,  
a New Jersey Corporation

By:   
Fermo C. Jaeckle, President