

Division of Corporations

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**Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
Changing Technologies Inc.**

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Changing Technologies 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:

Jennifer Abney

Contact Person

Sonfield & Sonfield

Firm/Company

2500 Wilcrest Dr, Ste 300

Address

Houston, TX 77042

City/State and Zip Code

jennifer@sonfield.com

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

For further information concerning this matter, please call:

Jennifer Abney

Name of Contact Person

At (713)

8778333

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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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:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Changing Technologies Inc.</u>	<u>Nevada</u>	

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Changing Technologies Inc.</u>	<u>Florida</u>	<u>P13000052960</u>

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 7/13/15 (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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 6/24/15 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 6/24/15

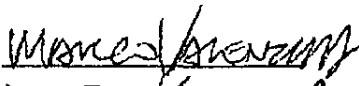
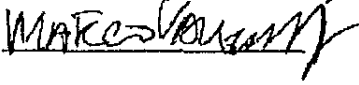
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Changing Technologies Inc.		Marco Valenzuela, President
Changing Technologies Inc.		Marco Valenzuela, President

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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:

Name

Jurisdiction

Changing Technologies Inc.

Nevada

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Changing Technologies Inc.

Florida

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

Please see attached: "Plan and Agreement of Merger of Changing Technologies Inc. (a Florida Corporation) and Changing Technologies Inc. (a Nevada Corporation)."

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)

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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:

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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:

NameJurisdiction

The name and jurisdiction of each subsidiary corporation:

NameJurisdiction

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)

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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:

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PLAN AND AGREEMENT OF MERGER

OF

**CHANGING TECHNOLOGIES
INC.**

(a Florida Corporation)

AND

**CHANGING TECHNOLOGIES
INC.**

(a Nevada Corporation)

PLAN AND AGREEMENT OF MERGER by and between **CHANGING TECHNOLOGIES INC.**, a Florida corporation ("Changing Florida"), and **CHANGING TECHNOLOGIES INC.**, a Nevada corporation ("Changing Nevada").

WHEREAS, Changing Florida is a business corporation of the State of Florida with its registered office therein located at 22037 Seashore Circle, Estero, Florida 33928; and

WHEREAS, the total number of shares of stock which Changing Florida has authority to issue is 250,000,000 shares of common stock, \$.0001 par value per share; and

WHEREAS, Changing Nevada is a business corporation of the State of Nevada with its registered office therein located at 1645 Village Center Circle, Suite 170, Las Vegas, Nevada 89134; and

WHEREAS, the total number of shares of stock which Changing Nevada has authority to issue is 500,000,000, of which 480,000,000 are common stock, \$.001 par value per share, and 20,000,000 are preferred stock, \$.001 par value per share; and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the Revised Statutes the State of Nevada permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Nevada; and

WHEREAS, Changing Florida and Changing Nevada and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Changing Florida with and into Changing Nevada pursuant to the provisions of the Florida General Corporation Law and pursuant to the provisions of the Revised Statutes of the State of Nevada upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto hereby determine and agree as follows.

**ARTICLE I
MERGER**

1.1. CONSTITUENT CORPORATIONS. The name, address and jurisdiction of organization of each of the constituent corporations are set forth in the recitals above.

1.2. SURVIVING CORPORATION. Changing Nevada shall be the surviving corporation. The principal place of business, Articles of Incorporation, bylaws, officers and directors of Changing Nevada shall survive the merger without amendment or revision and be the principal place of business, Articles of Incorporation, bylaws, officers and directors of the surviving corporation.

1.3. MERGER. On the Effective Date (as hereinafter set forth) and subject to the terms and conditions of this Agreement, the applicable provisions of the Florida Business Corporation Act ("Florida Law"), and the applicable provisions of Title 7, Chapter 78 of the Nevada Revised Statutes ("Nevada Law"), On the

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Move Florida is merged with and into Changing Nevada. The separate existence of Changing Florida shall cease on and after the Effective Date.

ARTICLE II ADDITIONAL COVENANTS AND AGREEMENTS

3.1. **SUBMISSION TO SERVICE IN FLORIDA.** Changing Nevada agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Changing Nevada arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of 607.1321 of the Florida Business Corporation Act, and irrevocably appoints the Secretary of State of Florida as its agent to accept services of process in any such suit or proceeding.

3.2. **COOPERATION.** This Agreement has been approved and adopted by the stockholders of Changing Florida in accordance with Florida Law. Therefore, the parties hereto agree that they will cause to be executed and filed and recorded any document or documents prescribed by Florida Law or Nevada Law, and that they will cause to be performed all necessary acts within the State of Florida and the State of Nevada and elsewhere to effectuate the merger herein provided for.

3.3. **ADDITIONAL ASSURANCES.** Changing Florida hereby appoints the officers and directors, each acting alone, as its true and lawful attorneys in fact to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

ARTICLE III EFFECTIVE DATE

3.1. **EFFECTIVE DATE.** The effective date in the State of Florida and the State of Nevada, shall be on the date of the last to occur:

- the first day after the 12th day after the date of mailing an Information Statement to shareholders;
- the filing and acceptance of articles of merger with the Secretary of State of Florida in accordance with Florida Law or at such later time as is agreed to by the parties hereto and specified in the certificate of merger; or
- the filing and acceptance of articles of merger with the Secretary of State of Nevada in accordance with Nevada Law or at such later time as is agreed to by the parties hereto and specified in the certificate of merger.

3.2. **TERMINATION.** Notwithstanding the full approval and adoption of this Agreement, the said Agreement may be terminated by either party at any time prior to the Effective Date.

3.3. **AMENDMENT.** Notwithstanding the full approval and adoption of this Agreement, this Agreement may be amended at any time and from time to time prior to the Effective Date except that, without the approval of the stockholders of Changing Florida and the stockholders of Changing Nevada, no such amendment may (a) change the rate of exchange for any shares of Changing Florida or the types or amounts of consideration that will be distributed to the holders of the shares of stock of Changing Florida; (b) change any term of the Articles of Incorporation of Changing Nevada; or (c) adversely affect any of the rights of the stockholders of Changing Florida or Changing Nevada.

ARTICLE IV MISCELLANEOUS

4.1. **COUNTERPARTS.** This Agreement may be executed in one or more counterparts, each of which may have different signatures and be signed at different times. When all parties have signed at least one counterpart, each counterpart shall be deemed complete and shall constitute the same instrument.

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4.2. ENTIRE AGREEMENT. This Agreement is intended by the parties to be the final expression of their agreement with respect to the matter set forth herein and is intended to contain all of the terms of such agreement without the need to refer to other documents. There are no other understandings, written or oral, among the parties with respect to the matter set forth herein.


4.3. AMENDMENT. This Agreement may not be amended except by a written instrument signed by the parties hereto.

IN WITNESS WHEREOF, this Agreement is hereby executed upon behalf of each of the parties thereto this 24 day of June, 2015.

CHANGING TECHNOLOGIES
INC., A Florida corporation

By: 
Marco Valenzuela
President and CEO

CHANGING TECHNOLOGIES
INC., A Nevada corporation

By: 
Marco Valenzuela
President and CEO

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