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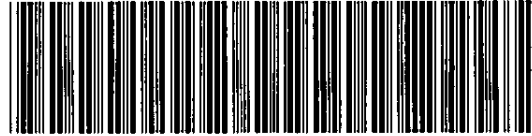
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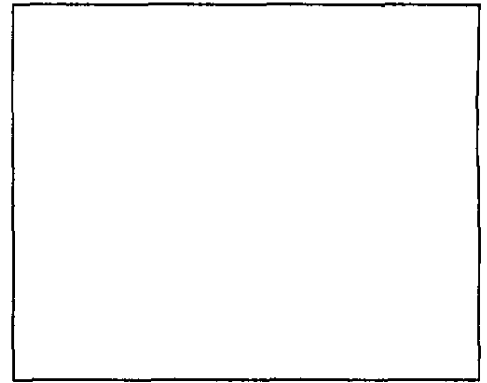
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2018 OCT 24 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2018 OCT 24 PM 4:04

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ENTITY NAME:

VAPOR GROUP, INC.

CK# 7415 FOR \$122.50 (\$78.75 for this filing)

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

____ STAMPED COPY

____ CERTIFICATE OF STATUS

Examiner's Initials

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: VAPOR GROUP, 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:

YANIV NAHON

Contact Person

VAPOR GROUP, INC.

Firm/Company

20725 NE 16TH AVENUE, UNIT A48

Address

MIAMI, FLORIDA 33179

City/State and Zip Code

yaniv@vaporgroup.com

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

For further information concerning this matter, please call:

YANIV NAHON

Name of Contact Person

At (786) 717-9668

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)

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)
VAPOR GROUP, INC.	FLORIDA	P13000073660

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NEWGEN CONCEPTS, INC.	FLORIDA	P16000058250

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 October 18, 2016.

The Plan of Merger was adopted by the board of directors of the surviving corporation on October 18, 2016 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 October 18, 2016.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on October 18, 2016 and shareholder approval was not required.

(Attach additional sheets if necessary)

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2016 OCT 24 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

VAPOR GROUP, INC.

YANIV NAHON, SECRETARY, DIRECTOR

NEWGEN CONCEPTS, INC.

DROR SVORAI, DIRECTOR

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:

<u>Name</u>	<u>Jurisdiction</u>
VAPOR GROUP, INC.	FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
NEWGEN CONCEPTS, INC.	FLORIDA

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

See attached, "Merger and Plan of Reorganization: Vapor Group, Inc. and NewGen Concepts, Inc."

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: See attached, ""Merger and Plan of Reorganization"

(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:

X OR

Restated articles are attached: See attached "Articles of Amendment to Articles of Incorporation of Vapor Group, Inc."

Other provisions relating to the merger are as follows: ~ / 4

Merger and Plan of Reorganization:

Vapor Group, Inc. and NewGen Concepts, Inc.

Florida Corporation

1.1 Plan of Merger. At Closing (as hereinafter defined), the following Plan of Merger of NewGen Concepts, Inc. (the "Merging Corporation") and Vapor Group, Inc. (the "Surviving Corporation"), is adopted pursuant to Florida Statute, Chapter 617.1101, and section 368(a)(1)(A) of the Internal Revenue Code of 1986 as amended:

- a) NewGen Concepts, Inc. shall be merged with and into Vapor Group, Inc., to exist and be governed by the laws of the State of Florida, the United States of America.
- b) The name of the Surviving Corporation shall be "NewGen Concepts, Inc.", and the headquarters address shall be 20725 NE 16th Avenue, Unit A48, Florida 33179.
- c) At Closing, the separate corporate existence of NewGen Concepts, Inc. shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of NGC and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each Constituent Corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the Merger.
- d) The Surviving Corporation will carry on business with the assets of NewGen Concepts, Inc., as well as with the assets of Vapor Group, Inc.
- e) The NGC Shareholders shall surrender all of their NGC Shares in the manner hereinafter set forth.
- f) In exchange for the NGC Shares surrendered by the NGC Shareholders, the Surviving Corporation will issue and transfer to the NGC Shareholders, on the basis set forth in Section 1.3, the VGI Shares.
- g) All third party shareholders of VGI will retain their shares as shares of the Surviving Corporation.
- h) (1) Article I of the Articles of Incorporation of Vapor Group, Inc. shall be amended to read as follows: "The name of the Corporation is amended as follows: "NewGen Concepts, Inc."
- (2) Except as amended in Subparagraph (h) (1), the amended Articles of Incorporation of Vapor Group, Inc., shall continue in full force as the Articles of Incorporation of the Surviving Corporation until further amended, altered, or

repealed as provided in the Articles or as specified by law.

1.2 Results of Merger. The Constituent Corporations hereby agree that the Merging Corporation shall be merged with, and into, the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease at Closing.

1.3 Share Exchange. At Closing, to execute the merger, all shares of the outstanding capital stock of the Merging Corporation will be exchanged for a total of One Million, One Hundred and Sixty-Six Thousand, Two Hundred and Fifty (1,166,250) shares of Series B preferred stock of the Surviving Corporation, wherein each such share is convertible into One Thousand, Eight Hundred (1,800) shares of Common Stock of the Corporation. The Series B preferred stock will be issued to the NGC Shareholders as listed in the attached Schedule A, and shall represent approximately 77% of the total issued and outstanding shares of Series B preferred stock of the Surviving Corporation.

At Closing, each NGC Shareholder agrees that any and all capital stock of the Merging Corporation to which they are entitled has been surrendered to the Surviving Corporation and cancelled per the terms and conditions of this Agreement and that each NGC Shareholder no longer has any rights to any ownership of NGC, which has merged into VGI, and subsequently NGC has ceased to exist.

1.4 Approval of Shareholder; No Material Changes. Pursuant to applicable statutory provisions, this merger requires the approval of the shareholders of each of the Surviving Corporation and the Merging Corporation. The conditions of the applicable statutes of the State of Florida have been complied with as follows:

- a) The shareholders of the Surviving Corporation and the Merging Corporation have approved any increase in the quantity and class of outstanding shares of capital stock of the Surviving Corporation connected to this merger; and
- b) This Agreement does not conflict with or make changes in the Articles of Incorporation or the Bylaws of the Surviving Corporation (except as to the change in name).

1.5 Record Date of Merger. The record date of the Merger shall be the Effective Date, which shall be stated as being the "record date" on the filing of the "Merger and Plan of Reorganization" with the Secretary of State of Florida, which filing shall occur immediately following Closing.

1.6 Exemption from Registration. The parties hereto intend that all VGI Shares shall be restricted pursuant to Rule 144, and exempt from the registration requirements of the Securities Act of 1933, as amended.