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**Incorporating Services, Ltd.**

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Tallahassee, FL 32301  
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**ORDER FORM**

**TO** Florida Department of State  
Division of Corporations, Clifton  
Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Stops  
mstops@incserv.com  
850.656.7953

**REQUEST DATE** 10/24/2018

**PRIORITY** Routine

**OUR REF # (Order ID#)** 692578

**ORDER ENTITY**

THE COURT BUDDY COMPANY, INC.

**PLEASE PERFORM THE FOLLOWING SERVICES:**

THE COURT BUDDY COMPANY, INC. ( FL )

File the attached merger document

Please provide a certified copy as evidence.

**NOTES:**

\$78.75 Authorized

**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

A handwritten signature in black ink, appearing to be "WJ" or similar, written over a horizontal line.

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

ARTICLES OF MERGER  
FOR  
THE COURT BUDDY COMPANY, INC., a Florida corporation  
WITH AND INTO  
THE COURT BUDDY COMPANY, INC., a Delaware corporation

FILED  
2018 OCT 24 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FL

Pursuant to Section 607.1109 of the  
Florida Business Corporation Act

The following Articles of Merger are submitted to merge The Court Buddy Company, Inc., a Florida corporation ("*Court Buddy Florida*"), with and into The Court Buddy Company, Inc., a Delaware corporation ("*Court Buddy Delaware*"), with Court Buddy Delaware remaining as the surviving corporation (the "*Surviving Corporation*") of such merger (the "*Merger*"):

- FIRST: Court Buddy Delaware is incorporated pursuant to the General Corporation Law of the State of Delaware ("*DGCL*"). Court Buddy Florida is incorporated pursuant to the Florida Business Corporation Act. Court Buddy Delaware and Court Buddy Florida are the constituent corporations in the Merger.
- SECOND: The name of the Surviving Corporation shall be The Court Buddy Company, Inc. The Surviving Corporation is a corporation formed and existing under the laws of Delaware.
- THIRD: The Agreement and Plan of Merger attached hereto as Attachment A has been approved, adopted, certified, executed and acknowledged by Court Buddy Delaware and Court Buddy Florida in accordance with the provisions of subsection (c) of Section 252 of the DGCL and Chapter 607 of the Florida Business Corporation Act.
- FOURTH: The effective date of the Merger is October 24, 2018.
- FIFTH: The address of the registered office of Court Buddy Delaware, the Surviving Corporation, in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801, United States of America. The name of the registered agent of the corporation at that address is The Corporation Trust Company. The principal place of business of Court Buddy Delaware, the Surviving Corporation, is 701 China Basin Street, Suite 102, San Francisco, California 94158, United States of America.
- SIXTH: The Surviving Corporation (a) appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger and (b) agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

**IN WITNESS WHEREOF**, Court Buddy Florida and Court Buddy Delaware have caused these Articles of Merger to be executed by their duly authorized officers as of October 24, 2018.

**THE COURT BUDDY COMPANY, INC.,  
A FLORIDA CORPORATION**

By: /s/ Kristina Bingham Jones  
Kristina Bingham Jones, President

By: /s/ James Jones Jr.  
James Jones Jr., Secretary

**THE COURT BUDDY COMPANY, INC.,  
A DELAWARE CORPORATION**

By: /s/ Kristina Bingham Jones  
Kristina Bingham Jones, President

By: /s/ James Jones Jr.  
James Jones Jr., Secretary

**Attachment A**

**Agreement and Plan of Merger**

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "**Merger Agreement**") is entered into as of October 24, 2018, by and between The Court Buddy Company, Inc., a Florida corporation ("**Court Buddy Florida**"), and The Court Buddy Company, Inc., a Delaware corporation ("**Court Buddy Delaware**"). Court Buddy Florida and Court Buddy Delaware are hereinafter sometimes collectively referred to as the "**Constituent Corporations**".

### RECITALS

A. Court Buddy Florida was incorporated on September 29, 2014. Its current authorized capital stock consists of 10,000,000 shares of Common Stock ("**Court Buddy Florida Common Stock**"), of which 9,000,000 shares are issued and outstanding.

B. Court Buddy Delaware was incorporated on October 23, 2018. Its authorized capital stock consists of 10,000,000 shares of Common Stock, \$0.0001 par value ("**Court Buddy Delaware Common Stock**"), of which one thousand (1,000) shares are issued and outstanding.

C. The respective Boards of Directors of Court Buddy Florida and Court Buddy Delaware deem it advisable and to the advantage of each of the Constituent Corporations that Court Buddy Florida merge with and into Court Buddy Delaware upon the terms and subject to the conditions set forth in this Merger Agreement for the purpose of effecting a change of the state of incorporation of Court Buddy Florida from Florida to Delaware.

D. The Boards of Directors of each of the Constituent Corporations have approved and adopted this Merger Agreement, effective as of the date hereof.

E. The holders of capital stock of each of the Constituent Corporations have approved and adopted this Merger Agreement, effective as of the date hereof.

**NOW, THEREFORE**, the parties do hereby adopt the plan of reorganization set forth in this Merger Agreement and do hereby agree that Court Buddy Florida shall merge with and into Court Buddy Delaware on the following terms, conditions and other provisions:

1. **Merger and Effective Time.** At the Effective Time (as defined below), Court Buddy Florida shall be merged with and into Court Buddy Delaware (the "**Merger**"), and Court Buddy Delaware shall be the surviving corporation of the Merger (the "**Surviving Corporation**"). The Merger shall become effective upon the close of business on the date when a duly executed copy of this Merger Agreement (or a Certificate of Merger in lieu thereof) is filed with the Secretary of State of the State of Delaware, provided that such Merger Agreement (or the Articles of Merger in lieu thereof) is filed with the Department of State of the State of Florida within the time period required by law (the "**Effective Time**").

2. **Effect of Merger.** At the Effective Time, the separate corporate existence of Court Buddy Florida shall cease; the corporate identity, existence, powers, rights and immunities of Court Buddy Delaware as the Surviving Corporation shall continue unimpaired by the Merger; and Court Buddy Delaware shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of Court Buddy Florida, all without further act or deed.

3. **Name Change; Governing Documents.** At the Effective Time, (i) the name of Court Buddy Delaware shall be The Court Buddy Company, Inc. and (ii) the Certificate of Incorporation and Bylaws of Court Buddy Delaware in effect immediately prior to the Effective Time shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation.

4. **Directors and Officers.** At the Effective Time, the directors of Court Buddy Florida shall be and become the directors of the Surviving Corporation, and the officers of Court Buddy Florida shall be and become the officers (holding the same offices) of the Surviving Corporation, and after the Effective Time shall serve in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

5. **Conversion of Shares of Court Buddy Florida.** At the Effective Time, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, (i) each share of Court Buddy Florida Common Stock issued and outstanding immediately prior thereto shall be converted into one (1) fully paid and nonassessable share of Court Buddy Delaware Common Stock.

6. **Cancellation of Shares of Court Buddy Delaware.** At the Effective Time, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, all of the previously issued and outstanding shares of Court Buddy Delaware Common Stock that were issued and outstanding immediately prior to the Effective Time shall be automatically canceled without consideration and returned to the status of authorized but unissued shares.

7. **Stock Certificates.** At and after the Effective Time, all of the outstanding certificates that, prior to that date, represented shares of Court Buddy Florida Common Stock shall be deemed for all purposes to evidence ownership of and to represent the number of shares of Court Buddy Delaware Common Stock into which such shares of Court Buddy Florida Common Stock are converted as provided herein. The registered owner on the books and records of Court Buddy Florida of any such outstanding stock certificate for Court Buddy Florida Common Stock shall, until such certificate is surrendered for transfer or otherwise accounted for to Court Buddy Delaware or its transfer agent, be entitled to exercise any voting and other rights with respect to, and to receive any dividend and other distributions upon, the shares of Court Buddy Delaware Common Stock evidenced by such outstanding certificate as provided above.

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

12. **Condition.** The consummation of the Merger is subject to the approval of this Merger Agreement and the Merger contemplated hereby by the shareholders of Court Buddy Florida and by the sole stockholder of Court Buddy Delaware, prior to or at the Effective Time.

13. **Abandonment.** At any time before the Effective Time, this Merger Agreement may be terminated and the Merger abandoned by the Board of Directors of Court Buddy Florida or Court Buddy Delaware, notwithstanding approval of this Merger Agreement by the shareholders of Court Buddy Florida and the sole stockholder of Court Buddy Delaware.

15. **Amendment.** At any time before the Effective Time, this Merger Agreement may be amended, modified or supplemented by the Boards of Directors of the Constituent Corporations, notwithstanding approval of this Merger Agreement by the shareholders of Court Buddy Florida and the sole stockholder of Court Buddy Delaware; provided, however, that any amendment made subsequent to the adoption of this Merger Agreement by the shareholders of Court Buddy Florida or the sole stockholder of Court Buddy Delaware shall not materially: (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or upon conversion of any shares of any class or series of Court Buddy Florida; (ii) alter or change any of the terms of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger; or (iii) alter or change any of the terms or conditions of this Merger Agreement if such alteration or change would adversely affect the holders of any shares of any class or series of Court Buddy Florida or Court Buddy Delaware.

16. **Tax-Free Reorganization.** The Merger is intended to be a tax-free plan of reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

17. **Governing Law.** This Merger Agreement shall be governed by and construed under the internal laws of the State of Delaware as applied to agreements among Delaware residents entered into and to be performed entirely within Delaware, without reference to the principles of conflicts of law or choice of laws.

18. **Counterparts.** In order to facilitate the filing and recording of this Merger Agreement, it may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

***[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]***

**IN WITNESS WHEREOF**, the parties hereto have caused this Merger Agreement to be duly executed on the date and year first above written.

**The Court Buddy Company, Inc., a Delaware Corporation**

By: /s/ James Jones Jr.

Name: James Jones Jr.

Title: Chief Executive Officer

**The Court Buddy Company, Inc., a Florida Corporation**

By: /s/ James Jones Jr.

Name: James Jones Jr.

Title: Chief Executive Officer