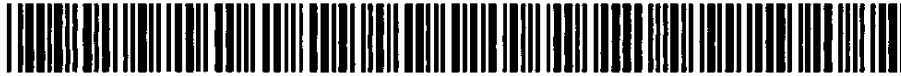


P15 000073438

Florida Department of State
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**MERGER OR SHARE EXCHANGE
ACTOVOICE INC.**

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

4/18

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2017 APR 17 AM 9:39

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ActoVoice 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:

Loraine Torres, Paralegal

Contact Person

Cooley LLP

Firm/Company

380 Interlocken Crescent, Suite 900

Address

Broomfield, CO 80021

City/State and Zip Code

jason.fisher@actovoice.com

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

For further information concerning this matter, please call:

Loraine Torres, Paralegal

Name of Contact Person

At (720) 566-4000

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)
ActoVoice Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ActoVoice Inc.	Florida	P15000073438

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 April 17, 2017.

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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on April 17, 2017 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
2017 APR 17 PM 9:39
DEPARTMENT 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

ActoVoice Inc.

Jason Fisher

Jason Fisher, President and CEO

ActoVoice Inc.

Sangeeta Mohan, President and CEO

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

ActoVoice Inc.

Jason Fisher, President and CEO

ActoVoice Inc.

Sangeeta Mohan

Sangeeta Mohan, President and CEO

AGREEMENT AND PLAN OF MERGER

April 17, 2017

THIS AGREEMENT AND PLAN OF MERGER (this "**Agreement**") is submitted in compliance with Section 607.1104 of the Florida Business Corporations Act (the "**FLBCA**") and in accordance with the Delaware General Corporation Law and is made by and between ActoVoice Inc., a Florida corporation ("**FL Company**"), and ActoVoice Inc., a Delaware corporation and a wholly-owned subsidiary of the FL Company ("**DE Company**" and together with the FL Company, the "**Constituent Corporations**").

RECITALS

A. FL Company is a corporation duly organized and existing under the laws of the State of Florida and has authorized 1,000,000 shares of capital stock, no par value. As of the date of this Agreement, no shares of capital stock of FL Company are issued and outstanding.

B. DE Company is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 2,000,000 shares of Common Stock, \$0.0001 par value per share, and 1,049,947 shares of Preferred Stock, \$0.0001 par value per share, 1,049,947 shares of which are designated as Series Seed Preferred Stock. As of the date of this Agreement, 10,000 shares of Common Stock of DE Company are issued and outstanding, and held by FL Company.

C. The Board of Directors of FL Company has determined that, for the purpose of effecting the reorganization of FL Company into Delaware, it is advisable and in the best interests of FL Company that FL Company merge with and into DE Company upon the terms and conditions herein provided.

D. The respective Boards of Directors of FL Company and DE Company have approved this Agreement and the Merger (as defined below) by unanimous written consent, and have directed that this Agreement and the Merger be submitted to a vote of their respective stockholders, if applicable, and that this Agreement be executed by the undersigned authorized officers.

NOW, THEREFORE, in consideration of the representations, warranties and covenants contained herein, the parties hereto agree as follows:

ARTICLE I

1.1 Names and Jurisdictions of Parent and Subsidiary Corporation.

(a) **Parent.** The name and jurisdiction of the parent corporation owning 100% of the outstanding shares of the subsidiary corporation is ActoVoice Inc., a Florida corporation.

(b) **Subsidiary.** The name and jurisdiction of the subsidiary corporation is ActoVoice Inc., a Delaware corporation.

ARTICLE II

2.1 Merger of FL Company with and into DE Company.

(a) **Agreement to Acquire FL Company.** Subject to the terms of this Agreement, FL Company shall be merged with and into DE Company (the "**Merger**").

(b) **Effective Time of the Merger.** The Merger shall become effective upon the filing of a Certificate of Merger with the Delaware Secretary of State and Articles of Merger with the Florida Secretary of State. The time of such filings is referred to as the "**Effective Time**."

(c) **Surviving Corporation.** At the Effective Time, FL Company shall be merged into DE Company and the separate corporate existence of FL Company shall thereupon cease. DE Company shall be the surviving corporation in the Merger (the "**Surviving Corporation**") and shall succeed, without other transfer, to all the rights, privileges, powers, franchises and property of FL Company (including, without limitation, any and all of FL Company's right, title and interest in the FL Company Intellectual Property) and shall be subject to all the debts and liabilities of FL Company in the same manner as if the Surviving Corporation had itself incurred them. For purposes of this Agreement, "**FL Company Intellectual Property**" means and includes, without limitation, any patent, patent application, invention (whether or not patentable), invention disclosure, know-how, trade secret, information, proprietary right, trademark (whether or not registered), any and all agreements or arrangements pertaining thereto, and any other intellectual property right of any kind or nature.

2.2 **Effects of the Merger; Additional Actions.** The Merger shall have the effects set forth in §607.1106 of the FLBCA and §259 of the Delaware General Corporation Law.

ARTICLE III

3.1 **Name of Surviving Corporation.** The name of the Surviving Corporation shall be "ActoVoice Inc."

3.2 **Certificate of Incorporation of Surviving Corporation.** At the Effective Time, the Certificate of Incorporation of the Surviving Corporation shall remain unchanged, until thereafter duly altered, amended or repealed as provided by applicable law.

3.3 **Bylaws of Surviving Corporation.** At the Effective Time, the Bylaws of the Surviving Corporation shall be the same as the Bylaws of DE Company immediately prior to the Effective Time, until thereafter duly altered, amended or repealed as provided by applicable law.

3.4 **Officers and Directors of Surviving Corporation.** At the Effective Time, the officers and directors of the Surviving Corporation shall be the same as the officers and directors

of DE Company immediately prior to the Effective Time, until their successors shall have been elected or appointed and qualified.

ARTICLE IV

4.1 Effect on the Capital Stock

(a) **FL Company.** There are no outstanding shares of capital stock in FL Company as of the date hereof.

(b) **The Surviving Corporation.** The outstanding shares of the Surviving Corporation prior to the Merger shall be cancelled or terminated as of the Effective Time without consideration received in exchange therefor, and shall be returned to the status of authorized but unissued shares. Thereafter, none of the shares of the Surviving Corporation's capital stock will be issued and outstanding.

ARTICLE V

5.1 Further Assurances. From time to time, and when required by the Surviving Corporation or by its successors and assigns, FL Company shall execute and deliver, or cause to be executed and delivered, such deeds and other instruments, and FL Company shall take or cause to be taken such further and other action as shall be appropriate or necessary in order to vest or perfect in or to conform of record or otherwise, in the Surviving Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of FL Company and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Corporation are authorized fully in the name and on behalf of FL Company or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5.2 Termination. Notwithstanding the approval of this Agreement by the Board of Directors of FL Company and the stockholders of DE Company, to the extent permitted by law, this Agreement may be terminated and abandoned at any time prior to the Effective Time by mutual consent of the Boards of Directors of FL Company and DE Company.

5.2 Amendment. To the extent permitted by law, this Agreement may be amended by the Boards of Directors of FL Company and DE Company at any time before or after approval hereof by the Board of Directors of FL Company and the stockholders of DE Company, but, after such approval, no amendment shall be made that by law requires the further approval of the Board of Directors of FL Company or the stockholders of DE Company without obtaining such approval. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

5.3 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

ActoVoice Inc.,
a Florida corporation

ActoVoice Inc.,
a Delaware corporation

By: Sangeeta Mohan
Sangeeta Mohan, Chief Executive Officer

By: _____
Jason Fisher, Chief Executive Officer

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

ActoVoice Inc.,
a Florida corporation

ActoVoice Inc.,
a Delaware corporation

By: _____
Sangeeta Mohan, Chief Executive Officer

By: Jason Fisher
Jason Fisher, Chief Executive Officer