

PI5000077377

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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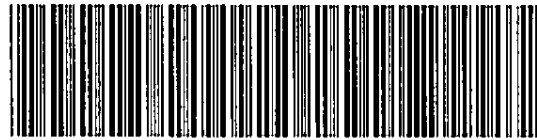
(Business Entity Name)

(Document Number)

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03/02/18--01014--001 **35.00

02/02/18--01005--012 **43.75

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2018 MAR 9 AM 9:15

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ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Uptrend Media

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Mark E. Stutzman, Esc.

Contact Person

Stutzman & Klotz

Firm/Company

235 Melbourne Glen

Address

Excondido, CA 92026

City/State and Zip Code

mark@stutzmanklotz.com

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

For further information concerning this matter, please call:

Mark Stutzman

At (858)

344-6365

Name of Contact Person

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 5, 2018

STUTZMAN & KLOTZ
% MARK STUTZMAN
235 MELBOURNE GLEN
ESCONDIDO, CA 92026

SUBJECT: VAPEMENU.COM INC.
Ref. Number: P15000077377

We have received your document for VAPEMENU.COM INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Articles of Merger must be included with the document and the fee to file the merger is \$35.00 per entity.

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 818A00002356

STUTZMAN & KLOTZ

a California General Partnership
235 Melbourne Glen
Escondido, CA 92026

Mark Stutzman
Attorney at Law

Tel.: (858) 344-6365
Email: Mark@stutzmanklotz.com

February 20, 2018

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn.: Irene Albritton, Regulatory

Re: VAPEMENU.COM INC.
Ref. No P15000077377

Dear Ms. Albritton:

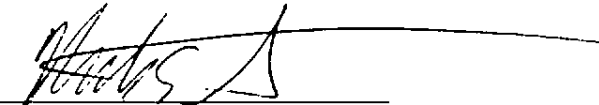
I am writing in response to your letter of February 5, 2018 requesting payment of an additional \$35.00 and changes to the paperwork for the merger of the Florida corporation, Vapemenu.com Inc. into the surviving California corporation, Uptrend Media

1. A form cover letter,
2. Articles of Merger with the Plan of Merger attached and the fully executed Amended and Restated Agreement and Plan of Merger referenced in the Plan of Merger also attached; and
3. A Certificate of Approval of Agreement of Merger (VAPEMENU.COM INC.)
4. A Certificate of Approval of Agreement of Merger (UPTREND MEDIA).
5. a check made payable to the Florida Department of State for \$35.00, as payment in addition to the \$43.75 tendered with the original filing.

Please do not hesitate to contact me at 858-344-6365 if there are any questions concerning the filing.

Sincerely,

Stutzman & Klotz

By: 
Mark Stutzman, Partner

Enclosures
Cc: Omar Abaza (w/o enclosures)

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)
Uptrend Media	California	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Vapemenu.com Inc.	Florida	P15000017377
Uptrend Media	California	

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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 December 28, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 28, 2017 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 December 28, 2017.

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)

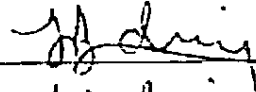
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

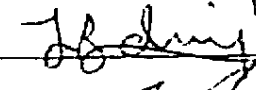
Typed or Printed Name of Individual & Title

Uptrend Media



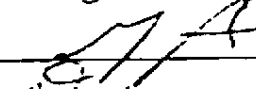
Juliano Bdair, Chief Executive Officer

Uptrend Media



Juliano Bdair, Secretary

Vapemenu.com Inc.



Seif Ascar, CEO

Vapemenu.com Inc.



Omar Abaza, Secretary

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>
Uptrend Media	California
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Vapemenu.com Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

See attached Amended and Restated Agreement and Plan of Merger

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)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
None

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
See attached Amended and Restated Agreement and Plan of Merger

AMENDED AND RESTATED AGREEMENT AND PLAN OF MERGER

THIS AMENDED AND RESTATED AGREEMENT AND PLAN OF MERGER ("Plan of Merger"), made as of this 12th day of February, amends and restates the December 28th, 2017 Agreement and Plan of Merger by and between Uptrend Media, a California corporation ("Uptrend"), and Vapemenu.com Inc., a Florida corporation ("Vapemenu"). Vapemenu and Uptrend are sometimes referred to hereinafter as the "Constituent Corporations."

RECITALS

A. The authorized capital stock of Uptrend consists of the following 10,000 shares of no par value common stock (the "Common Stock") of which 5,100 shares of Common Stock are issued and outstanding.

B. Upon completion of the merger contemplated hereby, the authorized capital stock of Uptrend will consist of the following: 10,000 shares of no par value common stock, of which 10,000 shares will be issued and outstanding.

C. The directors of the Constituent Corporations deem it advisable and to the advantage of such corporations that Vapemenu merge with and into Uptrend upon the terms and conditions herein provided.

D. The parties intend that the merger contemplated hereby shall be a tax free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the parties hereby adopt the plan of merger encompassed by this Plan of Merger and, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, do hereby agree that Vapemenu shall merge with and into Uptrend on the following terms and conditions:

ARTICLE 1. TERMS AND CONDITIONS OF THE MERGER

1.1 Merger. As soon as practicable following the fulfillment (or waiver, to the extent permitted herein) of the conditions specified herein, Vapemenu shall be merged with and into Uptrend (the "Merger") and Uptrend shall survive the Merger.

1.2 Effective Date. The Merger shall be effective upon the filing of Articles of Merger, together with a copy of this Plan of Merger, with the California Secretary of State, and the filing of Articles of Merger with the Florida Department of State, Division of Corporations, as provided by the California Corporations Code and the Florida Business Corporation Act (the "Effective Date").

1.3 Surviving Corporation. On the Effective Date, Uptrend, as the surviving corporation (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of California and shall succeed to all of the rights, privileges, powers and property of Vapemenu in the manner of and as more fully set forth in Section 1107 of the California

Corporations Code, and the separate corporate existence of Vapemenu, except insofar as it may be continued by operation of law, shall cease and be terminated.

1.4 Capital Stock of Vapemenu and Uptrend. On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders:

(a) Each share of Common Stock of Vapemenu issued and outstanding immediately prior to the Effective Date shall be changed and converted into 49 fully paid and nonassessable shares of the no par value common stock of Uptrend ("Uptrend Common Stock");

(b) Each share of Common Stock of Uptrend issued and outstanding immediately prior to the Effective Date shall be unchanged.

1.5 Stock Certificates. On and after the Effective Date, all of the outstanding certificates that, prior to that time, represented shares of the capital stock of Vapemenu shall be deemed for all purposes to evidence ownership and to represent 4,900 shares of the capital stock of Uptrend and shall be so registered on the books and records of Uptrend or its transfer agent. The registered owner of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to Uptrend or its transfer agent, have and be entitled to exercise any voting and other rights with respect to, and to receive any dividend or other distributions upon, the shares of Uptrend evidenced by such outstanding certificate as above provided. After the Effective Date, whenever certificates which formerly represented shares of Vapemenu are presented for transfer or conversion, the Surviving Corporation will cause to be issued in respect thereof a certificate or certificates representing the appropriate number of shares of the capital stock of Uptrend in accordance with Section 1.4 above.

1.6 Revenue Sharing Agreements. On the Effective Date, by virtue of the Merger and without any further action on the part either Constituent Corporation's shareholders, Uptrend shall deliver executed Revenue Sharing Agreements to Seif Ascar, Omar Abaza and Justin Renken, who collectively are all of the shareholders of Vapemenu, the terms and conditions of which are set forth in the form of Revenue Sharing Agreements approved by the Constituent Corporations and their shareholders.

ARTICLE 2.

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Articles of Incorporation. On the Effective Date, the Articles of Incorporation of Uptrend will be the Articles of Incorporation of the Surviving Corporation without change or amendment until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Uptrend in effect on the Effective Date shall continue to be the Bylaws of the Surviving Corporation without change or amendment until further amended in accordance with the provisions thereof and applicable law.

2.3 Directors. The directors of Uptrend immediately preceding the Effective Date shall continue to be the directors of the Surviving Corporation on and after the Effective Date to serve until the expiration of their terms or until their successors are duly elected and qualified.

2.4 Officers. The officers of Uptrend immediately preceding the Effective Date shall continue to be the officers of the Surviving Corporation on and after the Effective Date to serve until their successors are duly elected and qualified.

ARTICLE 3. MISCELLANEOUS

3.1 Further Assurances. From time to time and when required by the Surviving Corporation or by its successors and assigns there shall be executed and delivered on behalf of Vapemenu such deeds and other instruments and there shall be taken or caused to be taken by it such further and other action as shall be appropriate or necessary in order to vest or perfect in or to confirm 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 Vapemenu and otherwise to carry out the purposes of this Plan of Merger and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Vapemenu or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

3.2 Amendment. At any time prior to the Effective Date, this Plan of Merger may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of Vapemenu and Uptrend to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Plan of Merger; provided, however, that an amendment made subsequent to the adoption and approval of this Plan of Merger by the shareholders of any Constituent Corporation shall not change any of the principal terms of this Agreement.

3.3 Conditions of Merger. The respective obligations of the Constituent Corporations to effect the transactions contemplated hereby is subject to satisfaction of the following conditions (any or all of which may be waived by either of the Constituent Corporations in its sole discretion to the extent permitted by law):

(a) This Plan of Merger shall have been approved by the shareholders of Uptrend in accordance with the California Corporations Code;

(b) This Plan of Merger shall have been approved by the shareholders of Vapemenu in accordance with the Florida Business Corporation Act; and

(c) Any and all consents, permits, authorizations, approvals and orders deemed in the sole discretion of Vapemenu to be material to consummation of the Merger shall have been obtained.

3.4 Abandonment or Deferral. At any time before the date of filing, this Plan of Merger may be terminated and the Merger may be abandoned by the Board of Directors of either or both of the Constituent Corporations notwithstanding the approval of this Plan of Merger by

the shareholders of either or both of the Constituent Corporations, or the consummation of the Merger may be deferred for a reasonable period of time if, in the opinion of the Boards of Directors of the Constituent Corporations, such action would be in the best interest of such Corporations. In the event of termination of this Plan of Merger, this Plan of Merger shall become void and of no effect and there shall be no liability on the part of either Constituent Corporation or its Board of Directors or shareholders with respect thereto, except that Uptrend shall pay all expenses of the Constituent Corporations incurred in connection with the Merger.

3.5 Counterparts. In order to facilitate the filing and recording of this Plan of Merger, this Plan of Merger may be executed by the parties hereto in counterparts and if executed in more than one counterpart the separate agreements shall constitute one agreement. This Agreement may be executed and delivered by facsimile transmission or other electronic transfer device and the electronic signature of a party, or a signature transmitted or delivered by electronic means, shall be binding upon such party as fully as though such signature was executed and delivered in person.

IN WITNESS WHEREOF, the Plan of Merger, having first been duly approved by the Boards of Directors of Uptrend and the Boards of Directors of Vapemenu, is hereby executed on behalf of each of such corporations and attested by their respective officers thereunto duly authorized.

Vapemenu.com Inc., a Florida corporation

By: 
Sci Aascar, CEO
Its Chief Executive Officer

By: 
Omar Abaza, Secretary

Uptrend Media, a California corporation

By: 
Juliano Bdair, Chief Executive Officer

By: 
Juliano Bdair, Secretary

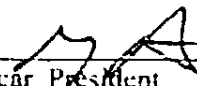
**CETIFICATE OF APPROVAL
OF
AGREEMENT OR MERGER
VAPEMENU.COM INC.**

Seif Ascar and Omar Abaza certify that:


1. They are the president and secretary, respectively, of Vapemenu.com Inc., a Florida corporation.
2. The principal terms of the Agreement and Plan of Merger in the form attached were duly approved by the board of directors and by the shareholder of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the issued and outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 100.

We further declare under penalty of perjury under the laws of the State of Florida that matters set forth in this certificate are true and correct of our own knowledge.

DATED: December 28, 2017



Seif Ascar, President



Omar Abaza, Secretary

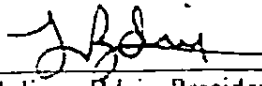
**CETIFICATE OF APPROVAL
OF
AGREEMENT OR MERGER
BY
UPTREND MEDIA**

Juliano Bdair certifies that:

1. He is the chief executive officer (president) and secretary of Uptrend Media, a California corporation.
2. The principal terms of the Agreement and Plan of Merger in the form attached were duly approved by the board of directors and by the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the issued and outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger was 5,100.

I further declare under penalty of perjury under the laws of the State of California that matters set forth in this certificate are true and correct of my own knowledge.

DATED: December 28, 2017


Juliano Bdair, President


Juliano Bdair, Secretary