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MAY 13 2016

C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: INTETICS 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:

Denise H. Yamagiwa, Legal Assistant
Contact Person

Masuda, Funai, Eifert & Mitchell, Ltd.
Firm/Company

200 North Martingale Road, Suite 800
Address

Schaumburg, Illinois 60173
City/State and Zip Code

dyamagiwa@masudafunai.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Benjamin F. Gould, Esq. At (312) 245-7500
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

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**PLAN OF MERGER
OF
INTETICS CO.
AND
INTETICS INC.**

THIS PLAN OF MERGER (this "Plan"), is executed as of May 3, 2016, by Intetics Co., an Illinois corporation (the "Parent").

WITNESSETH:

WHEREAS, the Parent has authorized capital consisting of 1,000 shares, common stock, no par value, of which 1,000 shares are issued and outstanding (the "Parent Common Stock"); and

WHEREAS, Intetics Inc., a Florida corporation (the "Subsidiary"), is a wholly owned subsidiary of the Parent (the Parent and the Subsidiary collectively the "Constituent Corporations"), and has authorized capital consisting of 1,000 shares, common stock, no par value, of which 100 shares are issued and outstanding (the "Subsidiary Common Stock"); and

WHEREAS, the Parent has determined that it is in the best interest of both corporations that the Parent be merged into the Subsidiary under and pursuant to the applicable provisions of the Illinois Business Corporation Act of 1983 (the "IBCA") and the Florida Business Corporation Act; and

WHEREAS, it is the intention of the Constituent Corporations that the merger constitute a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Board of Directors and the sole shareholder of the Parent have approved and adopted this Plan.

NOW, THEREFORE, in consideration of the premises and the mutual benefits herein set forth, the following shall occur:

1. **Merger**

The Parent shall be merged into the Subsidiary (the "Merger") in accordance with Section 11.35 of the IBCA and Section 607.1104 of the FBCA, which Merger shall be effective upon (i) the filing of appropriate articles of merger with the Secretary of State of the State of Florida in accordance with the FBCA; and (ii) the filing of appropriate articles of merger with the Secretary of State of the State of Illinois in accordance with the IBCA. The time of such effectiveness shall hereinafter be referred to as the "Effective Date." Upon the Effective Date:

1.1 **Surviving Corporation**. The separate existence of the Parent shall cease and the Constituent Corporations shall be a single corporation, the Subsidiary shall be the surviving corporation, shall continue

to exist as the surviving corporation and shall continue to be governed by the laws of the State of Florida. The effects and consequences of the Merger shall be as set forth in this Plan and the FBCA;

1.2 Effect of Merger. Upon the Effective Time, (a) the Subsidiary, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of the Parent; (b) all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to the Parent on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or invested in the Subsidiary without further act or deed; (c) title to any real estate, or any interest therein vested in the Parent, shall not revert or in any way be impaired by reason of this merger; and (d) all of the rights of creditors of the Parent shall be preserved unimpaired, and all liens upon the property of the Parent shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the Parent shall thenceforth remain with or be attached to, as the case may be, the Subsidiary and may be enforced against it to the same extent as if it had incurred or contracted all such debts, liabilities, obligations and duties; and

1.3 Constituent Documents and Governance.

- a. The Articles of Incorporation of the Subsidiary shall be its Articles of Incorporation after the Merger until amended or repealed in accordance with Florida law;
- b. The By-Laws of the Subsidiary as now in effect shall be and shall constitute its By-Laws after the Merger until amended, changed or repealed in accordance with Florida law; and
- c. The directors and officers of the Subsidiary immediately prior to the Effective Time shall be the directors and officers of the Subsidiary from and after the Effective Time and shall hold office until the earlier of their respective death, resignation or removal or until their respective successors are duly elected or appointed and qualified in the manner provided for in the articles of incorporation and bylaws of the Subsidiary or as otherwise provided by the FBCA.

2. Conversion of Shares

On the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, each share of Parent Common Stock shall cease to exist and shall be changed and converted into one fully paid and non-assessable share of the Subsidiary Common Stock. Each share of Subsidiary Common Stock that is owned by the Parent will automatically be canceled and retired and will cease to exist, and no consideration will be delivered in exchange therefor.

3. Rights of Dissenting Shareholders.

Notwithstanding any provision of this Plan to the contrary, shares of Parent Common Stock issued and outstanding immediately prior to the Effective Time and held by a holder who has not voted in favor of

adoption of this Plan or consented thereto in writing, and who has properly exercised appraisal rights in accordance with Sections 1301 through 1333 of the FBCA (such shares being referred to collectively as the "Dissenting Shares" until such time as such holder fails to perfect or otherwise loses such holder's appraisal rights under the FBCA with respect to such shares) shall not be converted as provided in Section 2, but instead shall be entitled to only such rights as are granted by said Sections of the FBCA; *provided, however*, that if, after the Effective Time, such holder fails to perfect, withdraws or loses the right to appraisal or if a court of competent jurisdiction shall determine that such holder is not entitled to the relief provided under the FBCA, such shares of Parent Common Stock shall be treated as if they had been converted pursuant to Section 2 as of the Effective Time, without interest thereon, upon execution of an assignment for the benefit of the Subsidiary for such shareholder's uncertificated shares.

4. **Further Assurances**

If at any time the Subsidiary shall consider or be advised that any further assignments or assurances in law or any other agreements are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Subsidiary, the title to any property or right of the Parent, the officers and directors of the Parent in office immediately prior to the Effective Date shall, in the name of such corporation, execute and deliver such proper deeds, assignments, and assurances in law and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the Subsidiary and otherwise carry out the provisions of this Plan, and the officers and directors of the Subsidiary are, jointly and severally, authorized in the name of the Subsidiary, the Parent or otherwise to take any and all such action.

5. **Termination and Abandonment**

Notwithstanding the approval of this Plan by the sole shareholder of the Parent and the board of directors of the Parent and the Subsidiary, at any time before the Effective Date, (a) this Plan may be terminated and the Merger may be abandoned by the Board of Directors of either the Parent or the Subsidiary or both, or (b) the consummation of the Merger may be deferred for a reasonable period of time if, in the opinion of the board of directors of the Parent and the Subsidiary, such action would be in the best interests of such corporation. In the event of the termination of this Plan, this Plan shall become void and of no effect and there shall be no liability on the part of either corporation or their respective board of directors or shareholders with respect thereto, except that the Parent shall pay all expenses incurred in connection with the Merger or in respect of this Plan or relating thereto.

6. **Expenses**

The Parent shall pay all expenses of carrying this Plan into effect in accomplishing the Merger.

[signature page follows]

C:\Users\Boris\Documents\Intetics\Records\FLL Merger Agmt (5 3 2016) docx

IN WITNESS WHEREOF, the Parent has executed and delivered this Plan on this 3rd day of May, 2016.

INTETICS CO.

By: Boris Kontsevoi
Name: Boris Kontsevoi
Title: President

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