P16000084017

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MERGER OR SHARE EXCHANGE
NUVUE, INC.

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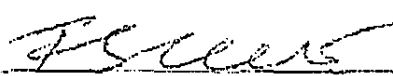Electronic Filing Menu   Corporate Filing Menu   Help
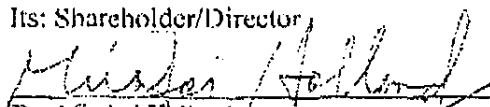
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ARTICLES OF MERGER
OF
NUVUE, INC., a Florida corporation
AND
NUVUE, INC., a New York corporation

Pursuant to the provisions of Section 607.1105 of the Florida For Profit Corporation Act and N.Y. BSC. Law Section 907, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

1.   The name of the surviving corporation is NUVUE, INC., a Florida corporation (Document Number P16000084017).

2.   The name of the merging corporation is NUVUE, INC. a New York corporation.

3.   The Plan of Merger was adopted by the shareholders of the surviving corporation on October 19, 2016.

4.   The Plan of Merger was adopted by the shareholders of the merging corporation on October 19, 2016.

5.   The merger shall be effective upon filing with the Florida Secretary of State.

Dated: October 19, 2016.

By: Frank Marino
Date: October 19, 2016
Its: Shareholder/Director

By: Mirabai Holland
Date: October 19, 2016
Its: Shareholder/Director

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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (this "Plan") is made and entered into on October 19, 2016 by and between NUVUE, INC., a Florida corporation (hereinafter referred to as "Florida Corporation" and NUVUE, INC., a New York corporation, (hereinafter referred to as "New York Corporation" and collectively with Florida Corporation, the "Constituent Corporations").

RECITALS

A. The Florida Corporation is a for profit corporation organized and existing under the laws of the State of Florida pursuant to Articles of Incorporation filed in the Florida Secretary of State's Office on October 18, 2016.

B. The New York Corporation is a for profit corporation organized and existing under the laws of the State of New York pursuant to Articles of Incorporation filed in the New York Secretary of State's Office on August 26, 1996.

C. The Directors of the Florida Corporation and the New York Corporation deem it desirable and in the best business interests of the Constituent Corporations that New York Corporation be merged with and into Florida Corporation pursuant to the provisions of Sections 607.1101, et seq., of the Florida Statutes.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

1.   MERGER. Upon the Effective Date (as defined below) of the merger, New York Corporation shall merge with and into Florida Corporation, which shall be the surviving corporation.

2.   TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of New York Corporation shall cease, and Florida Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of New York Corporation, without the necessity for any separate transfer. Florida Corporation shall thereafter be responsible and liable for all liabilities and obligations of New York Corporation, and neither the rights of creditors nor any liens on the property of New York Corporation shall be impaired by the merger.

3.   CONVERSION OF SHARES. The manner and basis of converting the shares of New York Corporation with and into shares of Florida Corporation is as follows: Each share of New York Corporation issued and outstanding on the Effective Date shall be converted into one share of Florida Corporation, which share of Florida Corporation shall thereupon be issued and outstanding. No rights to acquire New York Corporation's shares are outstanding

4.   EFFECTIVE DATE. The merger shall be effective upon filing with the Florida Secretary of State (the "Effective Date").
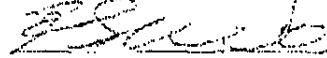
5.   TERMS AND CONDITIONS. On the Effective Date of the merger, the separate existence of New York Corporation shall cease, and Florida Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. Florida Corporation shall thereafter be responsible and liable for all liabilities and obligations of New York Corporation, and neither the rights of creditors nor any liens on the property of New York Corporation shall be impaired by the merger.

6.   FURTHER ASSURANCES. If at any time Florida Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in Florida Corporation the title to any property or rights of the constituent corporations, the proper officers and directors of New York Corporation shall execute and make all proper assignments and assurances and do all things necessary to vest title in such property in Florida Corporation.

7.   COOPERATION. The Constituent Corporations shall cooperate to satisfactorily perform the aforesaid duties and obligations of each and all other things necessary to the consummation of this merger by the Effective Date.

NUVUE, INC., a Florida corporation

Frank Marino, director/shareholder

Mirabai Holland, director/shareholder

NUVUE, INC., a New York corporation

Frank Marino, director/shareholder

Mirabai Holland, director/shareholder

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