

P170000033034

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

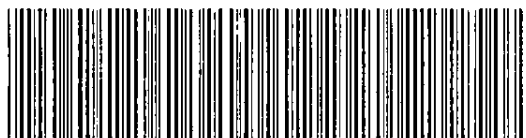
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



500302614115

FILED
28 AUG 22 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08/22/17--01016--006 **157.50

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2017 AUG 22 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger/CC

AUG 23 2017

LALBRITTON

(850) 656-4724

DATE 8-22-17
****WALK IN****

ENTITY NAME OPT MERGER, INC.

DOCUMENT NUMBER (BOD UCS)

Plain Copy

XX

Certified Copy

Certificate of Status

PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED

TOTAL \$ OWED 78.75
CHECK # 3990

Please call Tina at the above number for any issues or concerns. Thank you so much!

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)
OPT MERGER, INC.	FLORIDA	P17000033034
_____	_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
OPTICON, INC.	NEW JERSEY	0100842358
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 August 16, 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 August 16, 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)

FILED
2017 AUG 22 AM 10:17
CLERK OF THE COURT
STATE OF FLORIDA
TALLAHASSEE

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

OPT MERGER, INC.

R Tarden

Robert Tardell, CEO

OPTICON, INC.

R. Tardiff

Robert Tardell, CEO

**PLAN AND AGREEMENT OF MERGER
OF
OPTICON, INC.
AND
OPT MERGER, INC.**

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") is entered into as of August 16, 2017, by and between Opticon, Inc., a New Jersey corporation (the "Merging Corporation"), and OPT Merger, Inc., a Florida corporation (the "Surviving Corporation"; together, the "Parties").

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the Merging Corporation is a corporation duly organized and existing under the laws of the State of New Jersey;

WHEREAS, the boards of directors and the shareholders of the Parties determined that it is in the best interests of the Parties to enter into a transaction whereby the Merging Corporation will merge into the Surviving Corporation for the purpose of changing the state of domestication of the Merging Corporation from New Jersey to Florida (the "Merger"); and

WHEREAS, the Merging Corporation and the Surviving Corporation have agreed to the Merger upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable laws of the State of New Jersey and the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and in order to consummate the Merger described above, the Parties agree as follows:

1. Merger. The Merging Corporation shall be merged with and into the Surviving Corporation pursuant to § 14A:10-7 of the New Jersey Business Corporation Act (the "New Jersey Act"), § 607.1107 of the Florida Business Corporation Act (the "Florida Act"), and § 368(a)(1) of the Internal Revenue Code. The Merger is intended to be a reorganization under § 368(a)(1) of the Internal Revenue Code of 1986, as amended, and shall be reported for income tax purposes in a manner consistent therewith.

2. Filing and Effective Time. The Surviving Corporation shall file the Certificate of Merger with the New Jersey Division of Revenue & Enterprise Services pursuant to § 14A:10-4.1 of the New Jersey Act, and the Articles of Merger with the Florida Department of State pursuant to Section 607.1105 of the Florida Act. The effective date of the merger shall be _____, 2017 (the "Effective Date").

3. Surviving Corporation. The Surviving Corporation shall continue its existence pursuant to the provisions of the Florida Act, and shall succeed without other transfer to all the rights and properties of the Merging Corporation and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had

incurred them in accordance with the laws of the State of Florida. Pursuant to the amendment to the Articles of Incorporation of the Surviving Corporation set forth in Section 6 hereof, the Surviving Corporation shall operate under the name "Opticon, Inc."

4. Merging Corporation. The separate existence of the Merging Corporation shall cease upon the Effective Date of the Merger in accordance with the provisions of the laws of the State of New Jersey and the State of Florida.

5. Terms of the Merger. On the Effective Date, each shareholder of the Merging Corporation will surrender all of their shares of the Merging Corporation (the "**Merging Common Stock**") and each share of the Merging Common Stock will be exchanged for one (1) share of the common stock of the Surviving Corporation (the "**Surviving Common Stock**") which will be issued by the Surviving Corporation. Each shareholder of the Surviving Corporation will retain his/her/its shares as shares of the Surviving Corporation. All currently outstanding shares of common shares of the Surviving Corporation shall remain outstanding as common shares of the Surviving Corporation. On the Effective Date, all outstanding warrants and options to purchase shares of the Merging Common Stock shall, without any further action on the part of the holders thereof, be converted into an identical number of warrants or options to purchase shares of the Surviving Common Stock on a one-for-one basis (i.e., each warrant or option to purchase one share of the Merging Common Stock shall be converted into a warrant or option to purchase one share of the Surviving Common Stock, and the exercise price per share of each such warrant or option shall be adjusted accordingly). On the Effective Date, each share of common stock of the Merging Corporation outstanding immediately prior to the Merger, and all rights in respect thereof, shall cease to exist and be cancelled.

6. Amended Articles of Incorporation. On the Effective Date immediately following the consummation of the Merger, the Articles of Incorporation of the Surviving Corporation shall be amended to provide that the name of the Surviving Corporation shall be Opticon, Inc. Except with respect to the amendment of the Articles of Incorporation of the Surviving Corporation changing the name of the Surviving Corporation, the Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

7. Bylaws. The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

8. Directors and Officers. The directors and the officers of the Surviving Corporation upon the Effective Date shall continue to be the directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election or appointment and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

9. Approval. This Agreement shall be submitted separately to the directors and shareholders of each of the Parties in the manner provided by the laws of the State of New Jersey and the State of Florida. This Agreement shall not be effective until it is submitted to and approved by the directors and shareholders of the Merging Corporation and the directors and

shareholder of the Surviving Corporation. Subsequent to the execution of this Agreement by the appropriate officers of the Merging Corporation and the Surviving Corporation, the proper officers of each corporation will, and are hereby authorized and directed to, cause to be executed and filed all documents required by the laws of the State of New Jersey and the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

10. Governing Law. This Agreement will be construed in accordance with and governed by the laws of the State of New Jersey and the State of Florida, as applicable.

11. Further Assurances. Each of the Parties hereto agrees to take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

12. Counterparts. This Agreement may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

[Signature Page Immediately Follows]

IN WITNESS WHEREOF, the duly authorized officers of each of the Parties have executed this Agreement as of the date first above written.

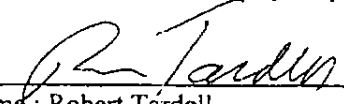
THE SURVIVING CORPORATION:

OPT MERGER, INC., a Florida corporation

By: 
Name: Robert Tardell
Title: CEO

THE MERGING CORPORATION:

OPTICON, INC., a New Jersey corporation

By: 
Name : Robert Tardell
Title : CEO