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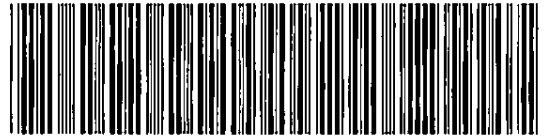
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2017 OCT 18 AM 10:40  
FALLA HASSID, FLORENCE, VA

FILED

OCT 17 2017

7:12 PM FAX

*Mer for*

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

WhereverTV Broadcasting Corporation

Signature \_\_\_\_\_

Requested by: Seth

10/18/17

Name

Date

Time

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\_\_\_\_ Art of Inc. File \_\_\_\_\_  
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\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
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\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF MERGER  
OF  
WHEREVERTV BROADCASTING CORPORATION  
(a Delaware corporation)**

**INTO**

**WHEREVERTV BROADCASTING CORPORATION  
(a Florida corporation)**

Pursuant to the provisions of the Delaware Law and Florida Law, WhereverTV Broadcasting Corporation, a Delaware corporation and WhereverTV Broadcasting Corporation, a Florida corporation, certify that:

- First: The name and jurisdiction of the surviving corporation is: WhereverTV Broadcasting Corporation, a Florida corporation
- Second: The name and jurisdiction of the merging corporation is: WhereverTV Broadcasting Corporation, a Delaware corporation.
- Third: The Plan of Merger is attached and provides for the manner of converting shares of each corporation into shares, obligations or other securities of the surviving corporation.
- Fourth: The certificate of incorporation of WhereverTV Broadcasting Corporation, a Florida corporation is the certificate of incorporation of the surviving corporation.
- Fifth: The surviving corporation will furnish a copy of the Merger Agreement upon request and without charge to any stockholder of either constituent corporation.
- Sixth: The executed Merger Agreement is on file at the office of the surviving corporation located at 11390 Palm Beach Boulevard, Suite 302, Ft. Myers, FL 33905.

**FILED**

2017 OCT 18 AM 10:40

CLERK OF DISTRICT COURT  
JALLAHOSSAEE FLORIDA

Seventh: This certificate of merger is effective when it is filed in the offices of the Secretary of State of Florida and Secretary of State of Delaware.

Eighth: The Plan of Merger was approved by the shareholders of the merging corporation on October 10, 2017

WHEREFORE, the undersigned has caused this certificate to be executed this 18<sup>th</sup> day of October, 2017.

WhereverTV Broadcasting Corporation  
a Delaware corporation

WhereverTV Broadcasting Corporation  
a Florida corporation

By: /s/ Edward D. Ciofani  
Edward D. Ciofani, CEO

By: /s/ Edward D. Ciofani  
Edward D. Ciofani, CEO

## PLAN OF MERGER

This Plan of Merger is made this 18<sup>th</sup> day of October, 2017 by and between WhereverTV Broadcasting Corporation, a Delaware corporation with its principal place of business at 11390 Palm Beach Boulevard, Suite 302, Ft. Myers, FL 33905, WhereverTV Broadcasting Corporation, a Florida corporation, with its principal place of business at 11390 Palm Beach Boulevard, Suite 302, Ft. Myers, FL 33905.

## RECITALS

- A. WhereverTV Broadcasting Corporation, ("TVTVDEL") is a corporation duly organized and existing under the laws of the State of Delaware, with its principal place of business at 11390 Palm Beach Boulevard, Suite 302, Ft. Myers.
- B. TVTVDEL has 77,906,879 shares of common stock issued and outstanding and 500,000 shares of preferred stock outstanding.
- C. WhereverTV Broadcasting Corporation ("TVTVFL") is a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 11390 Palm Beach Boulevard, Suite 302, Ft. Myers.
- D. The authorized capital stock of TVTVFL consists of 300,000,000 shares of common stock, par value \$0.0001 and 10,000,000 shares of preferred stock, par value \$0.0001. There are 100 shares of common stock and no shares of preferred issued and outstanding, all of which are owned by TVTVDEL. The 100 shares shall be cancelled upon the effective date of the merger.
- E. The Boards of Directors of TVTVDEL and TVTVFL deem it desirable and in the best interests of the corporations and their shareholders that TVTVDEL be merged into TVTVFL in accordance with Florida Statutes in order that the corporations

qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code and Florida Statutes.

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

#### SECTION ONE - MERGER

TVTVDEL shall merge into TVTVFL, with TVTVFL being the surviving corporation.

#### SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the TVTVDEL shall cease to exist, and TVTVFL shall succeed to all the rights, ownership, privileges, immunities, and franchises, and all its property, without the necessity for any separate transfer. TVTVFL shall thereafter be responsible and liable for all liabilities and obligations of TVTVDEL, and neither the rights of creditors nor any liens on the property of TVTVDEL shall be impaired by the merger. In addition, TVTVFL shall be fully vested in TVTVDEL's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Florida Statutes.

If at any time after the effective date TVTVFL shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this agreement, the appropriate officers of TVTVFL and/or TVTVDEL, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of TVTVFL, any and all proper conveyances, agreements, documents, instruments, and assurances and perform

all necessary or proper acts to vest, perfect, confirm, or record such title thereto in TVTVFL, or to otherwise carry out the provisions of this Agreement.

After the effective date of the merger, each holder of certificates for shares of TVTVDEL, may surrender them to TVTVFL's transfer agent in such manner as TVTVFL shall legally require. On receipt of such certificates, TVTVFL shall issue and exchange therefore certificates for shares of TVTVFL representing the number of shares of such stock to which such holder is entitled as provided for herein.

### SECTION THREE - CONVERSION OF SHARES

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

For each share of common stock and preferred stock of TVTVDEL owned prior to the Merger, such shareholder will receive one (1) share of common stock and/or preferred stock of TVTVFL.

### SECTION FOUR - ARTICLES OF INCORPORATION

The Articles of Incorporation of TVTVFL Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

### SECTION FIVE - BY-LAWS

The by-laws of TVTVFL shall continue to be its bylaws following the effective date of the merger.

### SECTION SIX - DIRECTORS AND OFFICERS

The directors and officers TVTVFL as of the date of the merger, shall be:

Borkowski, Edward, Director  
Ciofani, Edward: Director, CEO

Feldman, Jack: Director  
Morissette, Rene: Director, CFO  
McGuirk, Gary: Director  
Seidl, Milo: Director  
Welch, Scott: Director

#### SECTION SEVEN - APPROVAL OF SHAREHOLDERS

This Agreement of Merger has been approved by a vote of the majority of shareholders and Board of Directors of the constituent corporations in the manner provided by applicable law.

#### SECTION EIGHT - EFFECTIVE DATE

The effective date of this merger shall be the date when a certificate of merger is filed with the Secretary of State of Florida.

#### SECTION NINE - ABANDONMENT OF MERGER

This Agreement of May be abandoned by action of the board of directors of either TVTVFL or TVTVDEL at any time prior to the effective date on the happening of either of the following events:

- A. If the merger is not approved by the shareholders of either of the constituent corporations, or
- B. If, in the judgment of the board of directors of either of the constituent corporations, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.



## SECTION TEN - EXECUTION OF AGREEMENT

This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

EXECUTED on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on the date first written above.

WhereverTV Broadcasting Corporation,  
a Delaware corporation

WhereverTV Broadcasting Corporation,  
a Florida corporation

By: /s/ Edward D. Ciofani  
Edward D. Ciofani, CEO

By: /s/Edward D. Ciofani  
Edward D. Ciofani, CEO