

P18000017243

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**MERGER OR SHARE EXCHANGE  
CONDUSIV TECHNOLOGIES CORPORATION**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

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**ARTICLES OF MERGER  
OF  
CONDUSIV TECHNOLOGIES CORPORATION  
a California corporation  
INTO  
CONDUSIV TECHNOLOGIES CORPORATION  
a Florida corporation.**

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2018 MAR -2 AM 10:09  
SECRETARY OF STATE  
FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 of the Florida Statutes.

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Condusiv Technologies Corporation	Florida	P18000017243

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Condusiv Technologies Corporation	California	Corporation

3. The Plan of Merger is attached.

4. The merger shall become effective upon filing.

5. The Plan of Merger was adopted by the shareholders of the surviving corporation on February 15, 2018.

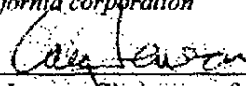
6. The Plan of Merger was adopted by the shareholders of the merging corporation on February 15, 2018.

Dated this 15th day of February, 2018.

Signatures of each corporation:

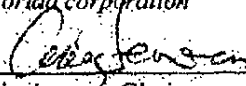
Merging corporation:

**Condusiv Technologies Corporation**  
*a California corporation*

  
Craig Jensen, Chairman of the Board

Surviving corporation:

**Condusiv Technologies Corporation**  
*a Florida corporation*

  
Craig Jensen, Chairman of the Board

**EXHIBIT A**

**PLAN OF MERGER  
OF  
CONDUSIV TECHNOLOGIES CORPORATION, a California corporation  
AND  
CONDUSIV TECHNOLOGIES CORPORATION, a Florida corporation**

**THIS PLAN OF MERGER** is entered into by and between Conduktiv Technologies Corporation, a California corporation ("Conduktiv (CA)"), and Conduktiv Technologies Corporation, a Florida corporation ("Conduktiv (FL)").

**Preliminary Statements**

A. Conduktiv (CA) is a corporation duly organized and existing under the laws of the State of California.

B. Conduktiv (FL) is a corporation duly organized and existing under the laws of the State of Florida.

C. The respective Boards of Directors of Conduktiv (CA) and Conduktiv (FL) deem it advisable that Conduktiv (CA) merge with and into Conduktiv (FL).

**Agreement**

**NOW THEREFORE**, in consideration of the mutual agreements and covenants contained herein, the parties agree as to the following:

**ARTICLE I  
MERGER**

1.1 **MERGER.** On the Effective Date of the Merger, as defined in Section 1.2, Conduktiv (CA) shall be merged with and into Conduktiv (FL) (the "Merger"). Upon the effectiveness of the Merger, Conduktiv (FL) shall be the surviving corporation (which is sometimes referred to as the "Surviving Corporation"), and the separate existence of Conduktiv (CA) shall cease pursuant to the provisions of the California Corporations Code.

1.2 **FILING AND EFFECTIVENESS:** This Plan of Merger along with the Certificate of Ownership and the Articles of Merger and all other appropriate documents, properly executed and acknowledged, shall be filed in the offices of the California Secretary of State and the Florida Secretary of State, upon which filings the Merger shall become effective pursuant to the California Corporations Code and the Florida Business Corporation Act. The date of effectiveness of the Merger is referred to as the "Effective Date of the Merger".

## **ARTICLE II CORPORATE MATTERS**

**2.1 ARTICLES OF INCORPORATION.** Upon the Effective Date of the Merger, the Articles of Incorporation of Conduvis (FL) shall be the Articles of Incorporation of the Surviving Corporation until amended or restated in accordance with Florida law.

**2.2 BYLAWS.** Upon the Effective Date of the Merger, the Bylaws of Conduvis (FL) shall be the Bylaws of the Surviving Corporation until amended or repealed in accordance with Florida law.

**2.3 DIRECTORS AND OFFICERS.** Upon the Effective Date of the Merger, the directors and officers of Conduvis (CA) shall become or remain the directors and officers of the Surviving Corporation and shall continue in office until their respective successors are elected and qualified in accordance with Florida law.

## **ARTICLE III CONVERSION OF SHARES**

**3.1 SHARES OF CONDUSIV (CA).** Upon the Effective Date of the Merger, all shares of Conduvis (CA) common stock outstanding immediately prior to the Effective Date of the Merger shall be deemed canceled and exchanged for 100 shares of common stock of Conduvis (FL), and shares of Conduvis (FL) shall be issued to reflect such exchange.

**3.2 SHARES OF CONDUSIV (FL).** Upon the Effective Date of the Merger, all shares of Conduvis (FL) common stock outstanding immediately prior to the Effective Date of the Merger shall be deemed canceled and shall cease to exist.

**3.3 EXCHANGE OF CERTIFICATES.** After the Effective Date of the Merger, the shareholder of Conduvis (CA) may surrender its outstanding certificates representing shares of Conduvis (CA) common stock to Holland & Knight LLP in Tampa, Florida and receive in exchange a certificate representing a total of 100 shares of common stock of Conduvis (FL).

## **ARTICLE IV EFFECT OF THE MERGER**

**4.1 SUCCESSION.** Upon the Effective Date of the Merger, pursuant to the California Corporations Code and the Florida Business Corporation Act, Conduvis (FL) shall succeed, without other transfer, to all the rights and property of Conduvis (CA) and shall be subject to all the debts and liabilities of Conduvis (CA) in the same manner as if Conduvis (FL) had itself incurred them. All rights of creditors of Conduvis (CA) and Conduvis (FL) shall be preserved unimpaired. Any action or proceeding pending by or against Conduvis (CA) may be prosecuted to judgment, which shall bind Conduvis (FL). Conduvis (FL) may be proceeded against or substituted in place of Conduvis (CA).

**4.2 ACTIONS TO EFFECTUATE THE MERGER.** From time to time, as and when requested by Conduvis (FL), Conduvis (CA) shall execute and deliver all such documents and instruments and take all such other action necessary or desirable to evidence or carry out the Merger, and the proper officers and directors of Conduvis (CA) and the proper officers of Conduvis (FL) are hereby authorized in the name of Conduvis (CA) or otherwise to take any and all such action.

#### **ARTICLE V CONDITIONS PRECEDENT**

**5.1** Conduvis (CA) and Conduvis (FL) shall not consummate the Merger unless the shareholders of the respective corporations have approved and authorized the transactions contemplated by this Plan of Merger to the extent required by the California Corporations Code and the Florida Business Corporation Act.

#### **ARTICLE VI GENERAL**

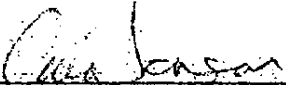
**6.1 TERMINATION.** At any time before the Effective Date of the Merger, the Boards of Directors of Conduvis (CA) and Conduvis (FL) may terminate this Plan of Merger, despite the approval of this Plan of Merger by the shareholders of Conduvis (CA) or Conduvis (FL), or both.

**6.2 INTERPRETATION.** Except to the extent that the laws of the State of California may also apply to Conduvis (CA) or to the Merger, this Plan of Merger shall be governed by the laws of the State of Florida, without regard to the conflict of laws provisions thereof, and may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument. The headings of the several articles and sections herein are for convenience of reference only and shall not affect the meaning or interpretation of this Plan of Merger.

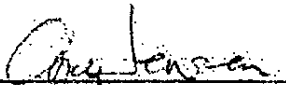
*[Signature page follows]*

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of February 15, 2018.

**CONDUSIV TECHNOLOGIES CORPORATION,**  
a California corporation

By:   
Craig Jensen Chairman of the Board

**CONDUSIV TECHNOLOGIES CORPORATION,**  
a Florida corporation

By:   
Craig Jensen Chairman of the Board

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