

P1 30000 35671

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

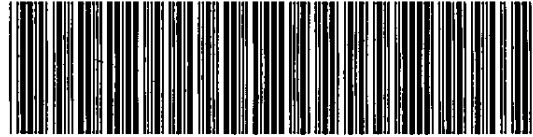
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800312043188

04/23/18--01029--001 **78.75

FILED
APR 23 P 2 35
T. I. FALLOK

APR 24 2018

T. I. FALLOK

mepp

GUTTER CHAVES JOSEPHER RUBIN FORMAN FLEISHER MILLER P.A.

Attorneys-at-Law

Robert A. Chaves
Norman A. Fleisher
Peter J. Forman
Marvin C. Gutter (1950-2010)
Richard A. Josepher
Lauren A. Klein

Boca Corporate Center
Suite 107
2101 NW Corporate Blvd.
Boca Raton, Florida 33431
Telephone: (561) 998-7847
Facsimile: (561) 998-2642
www.floridatax.com

Jordan Lee Klingsberg
Sean M. Lebowitz
Lawrence J. Miller
Charles D. Rubin
Jenna G. Rubin
Thomas Ruffin III (1957-2007)
Jacob W. Warren

April 20, 2018

Via FedEx

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Merger of Valleymedia, Inc.

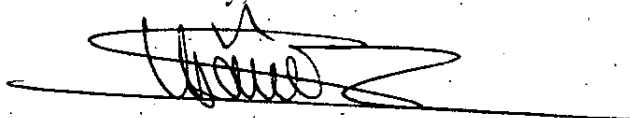
Dear Sir/Madam:

Attached please find the following documents:

1. Original signed Articles and Plan of Merger with regard to merging Valleymedia, Inc., a California corporation, with Valleymedia, Inc., a Florida corporation.
2. Copy of the Articles and Plan of Merger for the certified copy.
3. Our check in the sum of \$78.75 for payment of the filing fee and certified copy.
4. Return FedEx Envelope for the certified copy.

If you have any questions and/or comments, or need anything further, please do not hesitate to contact me.

Sincerely,



Susana Ibañez, FRP
Florida Registered Paralegal

/s/
Encls.

**ARTICLES
AND PLAN OF MERGER**

APR 23 2018

These Articles and Plan of Merger made and entered into this 4th day of April, 2018, by and between the following corporations (hereinafter collectively referred to as the "Constituent Corporations"):

VALLEYMEDIA, INC., a Florida corporation (the "Surviving Corporation"); and
VALLEYMEDIA, INC., a California corporation ("Merged Corporation").

BACKGROUND

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on April 3, 2018, and having an authorized capital stock of 1,000 shares of voting common stock having a par value of \$1.00 per share, of which all of the shares of voting common stock are issued and outstanding.

B. Merged Corporation is a corporation organized and existing under the laws of the State of California, having its Articles of Incorporation filed and effective on January 5, 2015, and having an authorized capital stock of 1,000 shares of voting common stock having a par value of \$1.00 per share, of which all of the shares of voting common stock are issued and outstanding.

C. The Board of Directors of the Constituent Corporations have by resolution established that it is advisable for the general welfare and advantage of each of the Constituent Corporations, including the reduction of costs, expenses and state income taxes, that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President of each of the Constituent Corporations in accordance with the provisions of the Florida General Corporations Act, hereby execute these Articles and Plan of Merger for the purposes of complying with said Act.

This document prepared by:
Robert A. Chaves, Esq.
Florida Bar No. 283525
Gutter Chaves Josepher Rubin
Forman Fleisher Miller P.A.
2101 Corporate Blvd., Ste.107
Boca Raton, Florida 33428
Tel: (561) 998-7847

1. This Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

2. The names of the corporations that are parties to the Merger and states of organization are as follows:

- a) VALLEYMEDIA, INC., a California corporation; and
- b) VALLEYMEDIA, INC., a Florida corporation.

3. The surviving corporation shall be VALLEYMEDIA, INC., a Florida corporation.

4. The undersigned hereby certify that this Plan was unanimously adopted by the Board of Directors of each of the Constituent Corporations on the 4th day of April, 2018, and was unanimously approved by the shareholders of all the issued and outstanding shares of each of the Constituent Corporations on the same date. For each of the Constituent Corporations, only one voting group was entitled to vote and the number of votes cast in favor of this Plan was sufficient for approval by each voting group.

5. As the shareholders and their stock ownership of each of the Constituent Corporations are the same, the manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Merger becoming effective shall be that:

- a) each current shareholder of the Surviving Corporation holding voting common stock shall retain all of the common shares of the Surviving Corporation held by such shareholder; and
- b) each share of voting common stock of Merged Corporation shall be cancelled.

6. The Merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

8. The Officers and Directors of the Surviving Corporation in office at the time the Merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

9. The shareholders of the Constituent Corporations dissenting from the Merger, if any, are entitled, if they qualify and otherwise comply with the provisions of Florida Statutes Chapter 607, to be paid the fair value of their shares.

10. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

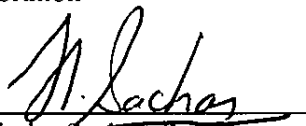
11. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever

account, including subscriptions to shares, and all other choses in actions, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.

12. The Surviving Corporation shall, after the Effective Date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.

IN WITNESS WHEREOF, these Articles and Plan of Merger have been executed and acknowledged by the President of each of the Constituent Corporations.

VALLEYMEDIA, INC., a Florida
Corporation

By: 
Harvinder Sachar, President

VALLEYMEDIA, INC., a California
Corporation

By: 
Harvinder Sachar, President