

P18000074421

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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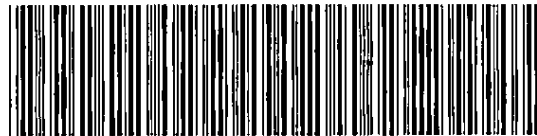
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2018 NOV 19 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FL

Merger

fw

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Photosensualis, Inc., a Florida corporation  
\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Garvin B. Bowden, Esq.

\_\_\_\_\_  
Contact Person

Gardner, Bist, Bowden, Bush, Dec, LaVia & Wright, P.A.

\_\_\_\_\_  
Firm/Company

1300 Thomaswood Drive

\_\_\_\_\_  
Address

Tallahassee, FL 32308

\_\_\_\_\_  
City/State and Zip Code

garvin@gbwlegal.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Garvin Bowden

\_\_\_\_\_  
Name of Contact Person

At ( 850 ) 385-0070

\_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

# ARTICLES OF MERGER

(Profit Corporations)

FILED

2018 NOV 19 AM 10:10

SECRETARY OF STATE  
TALLAHASSEE, FL

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)
Photosensualis, Inc.	Florida	P18000074420

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Photosensualis, Inc.	New York	F040408000697

**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 November 5, 2018.

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 November 5, 2018.

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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Photosensualis, Inc., Florida

M. H. Williams

Michael Williams, President

Photosensualis, Inc., New York

W. H. Williams

Michael Williams, President

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (this "*Agreement*"), dated as of this 5<sup>th</sup> day of November, 2018, by and between Photosensualis, Inc., a New York corporation (the "*Terminating Corporation*"), and Photosensualis, Inc., a Florida corporation (the "*Surviving Corporation*"). The Terminating Corporation and the Surviving Corporation are sometimes referred to herein individually, as a "*Party*" and collectively, as the "*Parties*."

### WITNESSETH:

**WHEREAS**, the Terminating Corporation and the Surviving Corporation, together with the respective boards of directors thereof, deem it advisable and in the best interest of said corporations and their respective stockholders to merge the Terminating Corporation with and into the Surviving Corporation pursuant to the provisions of the Business Corporation Law of the State of New York (the "*Business Corporation Law*") and the General Corporation Law of the State of Florida (the "*General Corporation Law*"), upon the terms and conditions hereinafter set forth.

**NOW, THEREFORE**, in consideration of the mutual covenants and premises set forth herein, and for other good and valuable consideration, the Parties, intending to be legally bound, hereby agree as follows:

1. The Merger. The Terminating Corporation and the Surviving Corporation shall, pursuant to the provisions of the Business Corporation Law and the General Corporation Law, be merged with and into a single corporation, to wit, Photosensualis, Inc., a Florida corporation, which shall be the Surviving Corporation from and after the Effective Date (as defined herein), and which shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the General Corporation Law. The separate existence of the Terminating Corporation shall cease at the Effective Date, in accordance with the provisions of the Business Corporation Law (such actions are collectively referred to herein as the "Merger").

2. Certificate of Incorporation. The certificate of incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date will be the certificate of incorporation of the Surviving Corporation and will continue in full force and effect until amended as therein provided in accordance with the General Corporation Law.

3. Bylaws. The by-laws of the Surviving Corporation as in effect immediately prior to the Effective Date will be the by-laws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in accordance with the General Corporation Law.

4. Directors and Officers. The directors and officers of the Surviving Corporation immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation after the Effective Date, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Shares to Be Exchanged. On the Effective Date, each issued and outstanding share of common stock of the Terminating Corporation, together with all options and warrants to acquire common stock of the Terminating Corporation, shall be converted on a one for one basis into common stock of the Surviving Corporation and options and warrants to acquire common stock of the Surviving Corporation.

6. Filings. If the transactions contemplated by this Agreement are approved and adopted by the board of directors and shareholders of the Terminating Corporation and the Surviving Corporation in accordance with the provisions of the Business Corporation Law and the General Corporation Law, the Parties will cause to be executed and filed any documents required to be filed under the Business Corporation Law and the General Corporation Law in order to effectuate the Merger.

7. Effect of the Merger. On the Effective Date, the Surviving Corporation, without further act, shall succeed to and be vested with: (a) all the rights, privileges, powers and authority of the Terminating Corporation; (b) all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to the Terminating Corporation; and (c) all of the rights of creditors of the Terminating Corporation shall be preserved unimpaired, all liens upon the property of the Terminating Corporation shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the Terminating Corporation shall thenceforth remain with or be attached to, as the case may be, the Surviving Corporation and may be enforced against it to the same extent as if all of said debts, liabilities, obligations and duties had been incurred or contracted by it.

8. Effective Date for the Merger. The Merger shall become effective on the date and at the time of filing of the certificates of merger with the Secretary of State of the State of New York and the Secretary of State of the State of Florida (the "**Effective Date**").

9. Amendment. This Agreement may be amended by the Parties at any time before or after approval of the Merger by the shareholders of the Terminating Corporation and the Surviving Corporation; provided; however, that after such shareholder approval, no amendment shall be made without the further approval of shareholders of the Terminating Corporation and the Surviving Corporation. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the Parties.

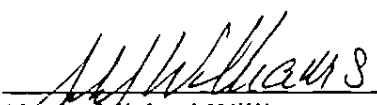
10. Governing Law. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Florida and, so far as applicable, the merger provisions of the New York Business Corporation Law.

11. Termination. Notwithstanding the full approval and adoption of this Agreement, the Agreement may be terminated, by either the Terminating Corporation or the Surviving Corporation, at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of New York or the Secretary of State of the State of Florida.

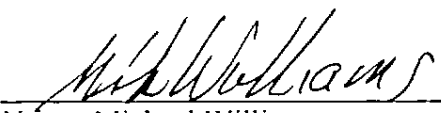
**[Signature Page to Follow]**

**IN WITNESS WHEREOF**, the Parties caused this Agreement and Plan of Merger to be executed by a duly authorized officer as of the date first set forth above.

**PHOTOSENSUALIS, INC. (NY)**

By:   
Name: Michael Williams  
Title: President

**PHOTOSENSUALIS, INC. (FL)**

By:   
Name: Michael Williams  
Title: President