

P180000077202

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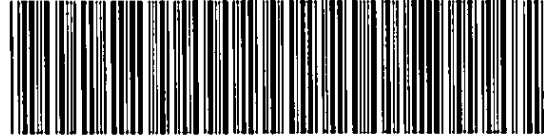
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Margie

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: I HEART PHOTOGRAPHY, INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

CARLOS COLON-MACHARGO, ESQ.

Contact Person

COLON-MACHARGO LAW STUDIO, LLC

Firm/Company

PO BOX 14855

Address

ATLANTA GA 30324

City, State and Zip Code

CARLOS@COLONMACHARGO.LAW.COM

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

For further information concerning this matter, please call:

TIMOTHY BECKFORD

at (954) 646-3439

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED
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DIVISION OF CORPORATIONS
19 OCT 15 AM 11:44

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
18 OCT 15 4:11:44

**PLAN OF MERGER
OF
I HEART PHOTOGRAPHY, INC. - P18-77202
AND
IHNY PHOTOGRAPHY, LLC**

This Plan of Merger (the "Plan") of I Heart Photography, Inc., a Florida Profit Corporation ("the Corporation") and IHNY Photography, LLC, a New York State Limited Liability Company (the "Company"), is approved as of September 25, 2018.

WHEREAS, the Corporation is organized under the laws of the State of Florida;

WHEREAS, the Company is organized under the laws of New York State;

WHEREAS, the Company and the Company desire to merge into and to hereafter become and continue to exist as a Florida Corporation named I Heart Photography, Inc. pursuant to Fla. Stat. § 607.1108 and 607.1109;

WHEREAS, pursuant to Fla. Stat. § 607.1108 and 607.1109, the shareholder of the Corporation and the member of the Company, adopted this Plan to effect the merger of the New York State Limited Liability Company into a Florida Corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Plan; and

WHEREAS, this Plan has been approved and adopted by the Corporation's sole shareholder and the member having sole interest in the Company;

NOW, THEREFORE, this Plan is hereby approved to merge the New York State Limited Liability Company into a Florida Corporation, with the Florida profit corporation surviving the merger:

1. Merger. Upon the terms and subject to the conditions set forth in this Plan, and pursuant to Section 607.1108 and 607.1109 of the Florida Statutes, at the Effective Time (as hereinafter defined), the Company shall be merged into and shall hereafter become and continue to exist as a Florida Corporation under the name "I Heart Photography, Inc." ("the Corporation").
2. Effective Time. The Merger shall become effective (the "Effective Time") on October 1, 2018.
3. Effects of the Merger. The consummation of the Merger shall have all of the effects set forth in Section 607.1108 and 607.1109 of the Florida Statutes. In furtherance, and not in limitation, of the foregoing, at the Effective Time, all of the obligations of the Company as well as all of the rights,

privileges and powers of the Company, and all property, real, personal and mixed, and all debts due to the Company or owed by the Company, and all franchises, licenses and permits held by the Company, as well as all other things and causes of action belonging to the Company, shall remain vested in the Company and shall be the property of the Corporation, and the title to any real property vested by deed or otherwise in the Company shall not revert or be in any way impaired by reason of Section 607.1108 and 607.1109 of the Florida Statutes.

4. Corporate By-Laws. After the Effective Time, the Corporation shall be governed by the corporate by-laws subsequently adopted by the Corporation's Board of Directors (the "By-laws").

5. Members. The managers and members of the Company immediately prior to the Effective Time shall be the officers and directors of the Corporation from and after the Effective Time until their successors are duly appointed and qualified, to serve in accordance with the relevant provisions of the Florida corporate statutes and the terms of the By-laws.

6. Conversion of Membership Interest. At the Effective Time, by virtue of the Merger and without any action on the part of the Company, the Corporation or any holder thereof, the membership interest of the Company, issued and outstanding immediately prior to the Effective Time, all of which is held by its sole Member shall be automatically converted into shares of common stock, no par value, of the Corporation, as follows:

Timothy Beckford - 100% participation in the LLC to 5,100,000 shares of the Corporation

7. Termination. This Plan and the transactions contemplated hereby may be terminated by resolution by the Member with sole interest in the Company or the shareholder holding more than 50% of the voting rights in the Corporation at any time prior to the Effective Time in the manner and to the extent provided by the Florida Statutes.

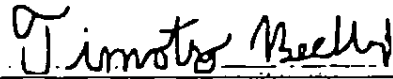
8. Effect of Termination. If this Plan is terminated pursuant to Section 7 hereof, this Plan shall become void and of no effect with no liability on the part of any party hereto.

9. Amendment. This Plan and the transactions contemplated hereby may be amended by resolution by the Member with sole interest in the Company or the shareholder holding more than 50% of the voting rights in the Corporation at any time prior to the Effective Time in the manner and to the extent provided in the Florida Statutes.

10. Governing Law. This Plan shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

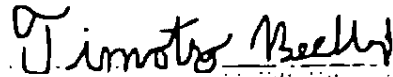
IN WITNESS WHEREOF, the undersigned hereby approves this Plan of Merger as of this 25th day of September, 2018.

IHNY Photography, LLC
a New York State
Limited Liability Company



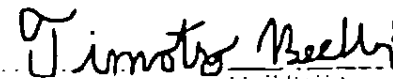
By: Timothy Beckford
Authorized Member

I Heart Photography, Inc.
a Florida Profit Corporation



By: Timothy Beckford
Sole Director

I Heart Photography, Inc.
a Florida Profit Corporation



By: Timothy Beckford
Sole Shareholder

**ARTICLES OF MERGER
OF**

**I HEART PHOTOGRAPHY, INC.,
a Florida Profit Corporation**

and

**IHNY PHOTOGRAPHY, LLC,
a New York State Limited Liability Company**

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with 607.1109, Florida Statutes.

First: The exact name, form/entity type and jurisdiction for each merging party are as follows:

I Heart Photography, Inc., a Florida Profit Corporation and IHNY Photography, LLC, a New York State Limited Liability Company.

Second: The exact name, form/entity type and jurisdiction of the surviving party is as follows:

I Heart Photography, Inc., a Florida Profit Corporation

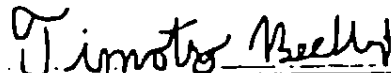
Third: The attached Plan of Merger was approved by I Heart Photography, Inc., a Florida Profit Corporation in accordance with the applicable provisions of Chapter 607, Florida Statutes.

Fourth: The attached plan of merger was approved by IHNY Photography, LLC, a New York State Limited Liability Company in accordance with the applicable laws of New York State, under which the company was formed and organized.

Fifth: The effective date of the merger shall be October 1, 2018.

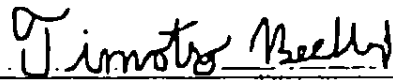
Signed this 25th day of September, 2018.

IHNY Photography, LLC
a New York State
Limited Liability Company



By: Timothy Beckford
Authorized Member

I Hearth Photography, Inc.
a Florida Profit Corporation

A handwritten signature in black ink, reading "Timothy Beckford", written over a horizontal line.

By: Timothy Beckford
Chief Financial Officer/ Director