

**P1900000806**

## Florida Department of State

Division of Corporations

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H19000361504 3)))



H190003615043ABC5

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

Division of Corporations  
Fax Number : (850)617-6380

## From:

Account Name : CAPITOL SERVICES, INC.  
Account Number : I20160000017  
Phone : (853)498-5500  
Fax Number : (800)432-3622

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE  
OVARE GROUP INC.**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

2019 DEC 16 PM 12:40

2019 DEC 16 AM 10:53

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Creative Alliance, Inc.

\_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Christy Lucas

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

Scoppechio

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

400 W Market Street, Suite 1400

\_\_\_\_\_  
Address

Louisville, Kentucky 40202

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

christy.lucas@scoppechio.com

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

For further information concerning this matter, please call:

Olivia Snider

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

At ( 502 ) 779-8126

\_\_\_\_\_  
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

2019 DEC 16 AM 10:53

## ARTICLES OF MERGER

(Profit Corporations)

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)
Ovare Group Inc.	Kentucky	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Creative Alliance, Inc.	Florida	P19000000806

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
December 6, 2019 \_\_\_\_\_ 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
December 6, 2019 \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

[illegible]

**PLAN OF MERGER  
OF  
CREATIVE ALLIANCE, INC.,  
A FLORIDA CORPORATION  
WITH AND INTO  
OVARE GROUP INC.,  
A KENTUCKY CORPORATION**

This PLAN OF MERGER (this "**Plan**") is made effective as of December 6, 2019, by and among Creative Alliance, Inc., a Florida corporation ("**Merger Sub**"), and Ovare Group Inc., a Kentucky corporation (the "**Corporation**"). The Corporation and Merger Sub are referred to herein as the "**Parties**."

**Recital**

**WHEREAS**, the Corporation is the sole shareholder of Merger Sub; and

**WHEREAS**, the Board of Directors of the Corporation and the Board of Directors of Merger Sub, respectively, have determined that it is advisable and generally to the advantage and welfare of the Parties for Merger Sub to merge with and into the Corporation under the provisions of the Kentucky Business Corporation Act (the "**KBCA**") and the Florida Business Corporations Act (the "**FLBCA**"), pursuant to which each issued and outstanding share of Merger Sub shall be cancelled.

**Agreement**

**NOW, THEREFORE**, in consideration of the foregoing and the promises and mutual agreements herein and of the mutual benefits hereby provided, it is agreed by and between the Parties as follows:

**SECTION 1-MERGER**

1.1. **Entities.** The business entities that are to merge are (a) Creative Alliance, Inc., a Florida corporation and (b) Ovare Group Inc., a Kentucky corporation.

1.2. **Merger; Retention of Limited Liability.** In accordance with the provisions of this Plan, the KBCA and the FLBCA, Merger Sub will merge with and into the Corporation (the "**Merger**"), the separate existence of Merger Sub will cease, and the Corporation shall continue as the surviving corporation and shall succeed to and assume all the rights and obligations of Merger Sub. In its capacity as the surviving corporation of the Merger, the Corporation is also referred to as the "**Surviving Corporation**" in this Plan.

1.3. **Filing and Effectiveness.** The effectiveness of the Merger is conditioned upon the completion of the following actions:

(a) Adoption and approval of this Plan and the Merger by the Board of Directors of the Corporation and the Board of Directors of Merger Sub in accordance with the requirements of the KBCA and the FLBCA;

(b) Filing effective and executed Articles of Merger with the Secretary of State of the Commonwealth of Kentucky; and

(c) Filing effective and executed Articles of Merger with the Secretary of State of the State of Florida.

Subject to the foregoing, the Merger becomes effective at 8:30 a.m. on December 6, 2019 (the "*Effective Time*")

1.4. **Effect of the Merger.** At the Effective Time, the separate existence of Merger Sub will cease and the Corporation, as the Surviving Entity, will (a) continue to possess all of its assets, rights, powers, and property as constituted immediately prior to the Effective Time, (b) succeed, without other transfer, to all of the assets, rights, powers, and property of Merger Sub in the manner more fully set forth in the KBCA and the FLBCA, (c) continue to be subject to all of the debts, liabilities, and obligations of the Corporation as constituted immediately prior to the Effective Time, and (d) succeed, without other transfer, to all of the debts, liabilities and, obligations of Merger Sub in the same manner as if the Corporation had itself incurred them, all as more fully provided under the applicable provisions of the KBCA and the FLBCA.

## **SECTION 2-CHARTER DOCUMENTS; DIRECTORS; OFFICERS**

2.1. **Articles of Incorporation and Bylaws.** In connection with the Merger, the Articles of Incorporation and the Bylaws of the Corporation as in effect immediately prior to the Effective Time will continue in full force and effect immediately after the Effective Time as the Articles of Incorporation and the Bylaws of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law. No changes to the Corporation's Articles of Incorporation are desired to be effected by the Merger.

2.2. **Directors and Officers.** The directors and officers of the Corporation immediately prior to the Effective Time will be the directors and officers of the Surviving Entity until their successors are duly elected and qualified or as otherwise provided by law or by the Articles of Incorporation and the Bylaws of the Surviving Entity.

## **SECTION 3-MANNER OF CONVERSION OF SHARES**

3.1 **Shares of Merger Sub.** Upon the Effective Time, each share of common stock of Merger Sub issued and outstanding and held by the Corporation immediately prior to the Effective Time will, by virtue of the Merger and without any action by the Parties, be cancelled. If applicable, shareholders of Merger Sub, who, except for the applicability of Section 607.1104 of the FLBCA, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the FLBCA, may be entitled, if they comply with the provisions of Chapter 607 of the FLBCA regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

3.2 **Shares of the Corporation.** Upon the Effective Time, each share of common stock of the Corporation issued and outstanding and held by the shareholders thereof immediately prior to the Effective Time shall remain outstanding and not be affected by the Merger.

#### SECTION 4-GENERAL

4.1. **Further Assurances.** From time to time, as and when required by the Corporation or by its successors or assigns, Merger Sub will execute and deliver such deeds and other instruments, and Merger Sub will take or caused to be taken such further actions, as are appropriate or necessary in order to vest or perfect in or conform of record or otherwise by the Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of Merger Sub and otherwise to carry out the purposes of this Plan. The officers and directors of the Corporation are fully authorized in the name and on behalf of Merger Sub or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2. **Registered Office.** The registered office of the Surviving Entity in the Commonwealth of Kentucky is located at 400 West Market Street, 32<sup>nd</sup> Floor, Louisville, Kentucky 40202.

4.3. **Agreement.** Executed copies of this Plan will be on file at the principal place of business of the Surviving Entity, and copies thereof will be furnished to any member of either Party, upon request and without cost.

4.4. **Governing Law.** This Plan and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the Commonwealth of Kentucky without regard to its conflict of law principles.

4.5. **Counterparts; Electronic Delivery.** This Plan may be executed in any number of counterparts, each of which is deemed an original and all of which together constitute one instrument. A signed copy of this Plan delivered by facsimile, email, or other means of electronic transmission is deemed to have the same legal effect as delivery of an original signed copy of this Plan.

#### SECTION 5-AMENDMENT; TERMINATION

Prior to the filing of an executed Articles of Merger with the Secretary of State of the State of Florida and executed Articles of Merger with the Secretary of State of the Commonwealth of Kentucky, this Plan may be terminated at any time by the written consent of both the Board of Directors of the Corporation and the Board of Directors of Merger Sub, whether before or after approval by the shareholders of the Corporation or the shareholders of Merger Sub.

*[Signature page follows]*

By: Toni Clem  
Toni Clem, President

0000MRJ.0101526 4810-7031-0060v1  
11/13/2019 5:38 pm