

Division of Corporations

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# P19000004277

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**MERGER OR SHARE EXCHANGE**  
**Get Connexions, Inc.**

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## ARTICLES OF MERGER

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OF

INHOUSE, INC.

a California corporation

WITH AND INTO

GET CONNEXIONS, INC.

a Florida corporation

WILLABASSEE, FLORIDA

Pursuant to the Sections 607.1101 – 607.11101 of the Florida Statutes, the following Articles of Merger are submitted to merge the following corporations (the “Merger”) in accordance with Act:

**FIRST:** The exact name, entity type, and jurisdiction of the merging entity is:

**INHOUSE, INC.**, a California corporation (the “Merging Company”).

**SECOND:** The exact name, entity type, and jurisdiction of the surviving entity is:

**GET CONNEXIONS, INC.**, a Florida corporation (the “Surviving Company”).

**THIRD:** A copy of the Plan of Merger (the “Plan of Merger”) is attached hereto as Exhibit “A” and is incorporated by reference into these Articles of Merger as if fully restated herein.

**FOURTH:** The Merger is permitted by the laws of the State of California, the domestic jurisdiction of the Merging Company; the Merger and the principal terms of the Plan of Merger were approved by the board of directors and the sole shareholder of the Merging Company by joint written consent dated as of January 15, 2019, pursuant to Sections 307, 603, 1200 and 1201 of the California General Corporation Law, by a vote that equaled or exceeded the vote required; the shareholder approval was by the holders of 100% of the outstanding shares of the Merging Company; and there is only one class of shares of the Merging Company outstanding and the number of shares outstanding entitled to vote on the merger is 1,227,673,326 shares of Common Stock.

**FIFTH:** The merger is permitted by the laws of the State of Florida, the domestic jurisdiction of InHouse Florida, and was unanimously approved by joint written consent of the sole director and the sole shareholder of Get Connexions, Inc., dated as of January 15, 2019, pursuant to Sections 607.1101, 607.0704, and 607.0821 of the Florida Statutes,.

**SIXTH:** The effective date of the Merger shall be the date these Articles of Merger are filed with the Florida Secretary of State.

*[Signatures hereto contained on following page.]*

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**IN WITNESS WHEREOF**, each of the constituent corporations has caused these Articles of Merger to be signed in its corporate name and on its behalf by its duly authorized officer as of the 15th day of January, 2019.

**INHOUSE, INC.**, a California corporation



By: \_\_\_\_\_

Name: Thomas McCormick

Title: President and Secretary

**GET CONNEXIONS, INC.**, a Florida corporation



By: \_\_\_\_\_

Name: Thomas McCormick

Title: President

## EXHIBIT "A"

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**PLAN OF MERGER**

This Plan of Merger is made by InHouse, Inc., a California corporation ("InHouse California"), and Get Connexions, Inc., a Florida corporation ("Get Connexions").

1. Pursuant to the provisions of the California General Corporation Law and the provisions of the Florida Business Corporation Act, InHouse California shall be merged with and into Get Connexions, which will continue to exist as the surviving corporation. The separate existence of InHouse California shall cease at the effective time of the merger in accordance with the provisions of the California General Corporation Law. The purpose of the merger is to domesticate the InHouse California in Florida. The parties intend that the merger qualify as a tax-free reorganization under the Internal Revenue Code of 1986, as amended.

2. The Articles of Incorporation of Get Connexions on the effective date of the merger in Florida will be the Articles of Incorporation of the surviving corporation and will continue in full force and effect until amended in the manner prescribed by the provisions of the laws of the jurisdiction of organization of Get Connexions.

3. The Bylaws of Get Connexions on the effective date of the merger in Florida will be the bylaws of the surviving corporation and will continue in full force and effect until amended in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers of Get Connexions on the effective date of the merger in Florida will be the members of the first Board of Directors and the first officers of the surviving corporation, 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 bylaws of the surviving corporation.

5. NAS Valuations, Inc. owns one hundred percent (100%) of the issued and outstanding capital stock of InHouse California. InHouse California owns one hundred percent (100%) of the issued and outstanding capital stock of Get Connexions.

6. On the effective date of the merger, each of the issued and outstanding shares of the common stock of Get Connexions, and all rights in respect thereof, shall be canceled.

7. On the effective date of the merger, all of the issued and outstanding shares of common stock of InHouse California (the "InHouse California Common Stock") and all rights in respect thereof shall automatically and without further action by any person be converted into 100 fully paid and nonassessable shares of common stock of Get Connexions (the "Get Connexions Common Stock"). The certificates representing shares of InHouse California Common Stock shall, for all purposes, be deemed to evidence the ownership of the shares of Get Connexions Common Stock. After the effective date, the holder of the outstanding certificates representing shares of InHouse California Common Stock shall surrender the same to Get Connexions for cancellation, and such holder shall be entitled to receive, in exchange therefor, a certificate evidencing the 100 shares of Get Connexions Common Stock.

8. As the sole Shareholder of InHouse California and the sole Shareholder of Get Connexions approved the merger, there are no dissenters' rights in connection with the merger.

9. The effective date of the merger shall be the date articles of merger are filed with the Florida Secretary of State.

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10. This Agreement may be terminated and abandoned by action of the respective Boards of Directors of InHouse California and Get Connexions at any time prior to the effective date, whether before or after approval by the shareholders of either or both of the parties to this Agreement, for any reason whatsoever as determined in the sole discretion of the Boards of Directors of InHouse California and Get Connexions.

11. The Boards of Directors of the parties to this Agreement may amend this Agreement at any time prior to the effective date of the merger, provided that an amendment made subsequent to the approval of this Agreement by the shareholders of either of the parties to this Agreement shall not: (a) change the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the parties hereto, or (b) change any other terms or conditions of this Agreement if such change would have materially adverse effect on the holders of any capital stock of either party to this Agreement.

12. The Board of Directors and the proper officers of the InHouse California and of Get Connexions, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

13. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule (whether of the State of Florida or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Florida.

14. This Agreement may be executed in counterparts, each of which shall be deemed an original, and all of which together shall be deemed one and the same instrument.

*[Signatures Appear on the Following Page]*

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**IN WITNESS WHEREOF**, each of the parties to this Agreement has caused this Agreement to be executed as of January 15, 2019.

**INTHOUSE, INC.**,  
a California corporation

By: 

Name: Thomas McCormick

Title: President and Secretary

**GET CONNEXIONS, INC.**,  
a Florida corporation

By: 

Name: Thomas McCormick

Title: President