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**MERGER OR SHARE EXCHANGE  
NEST INTERNATIONAL, INC.**

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2019 MAY -6 PM 4:39

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** NEST INTERNATIONAL, 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:

BONIE S. MONTALVO

Contact Person

WOOD, BUCKEL & CARMICHAEL

Firm/Company

2150 Goodlette Road, Sixth Floor

Address

Naples, FL 34102

City/State and Zip Code

bsm@wbclawyers.com

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

For further information concerning this matter, please call:

Bonie S. Montalvo

Name of Contact Person

At ( 239 )

552-4138

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

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**ARTICLES OF MERGER  
OF  
NEST INTERNATIONAL, INC.,  
a New Jersey corporation  
&  
NEST INTERNATIONAL, INC.,  
a Florida corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Nest International, Inc., a New Jersey Corporation ("Nest NJ"), and Nest International, Inc., a Florida Corporation ("Nest FL"), jointly and severally adopt the following Articles of Merger for the purpose of merging Nest NJ with and into Nest FL (the "Merger") pursuant to Chapter 607, Florida Statutes and Chapter 10, Title 14A, New Jersey Statutes.

**FIRST:** The exact name, entity type, and jurisdiction for each merging entity are as follows:

Name	Entity Type	Jurisdiction	ID Number
Nest International, Inc.	Corporation	New Jersey	0100607722
Nest International, Inc.	Corporation	Florida	P19000030747

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

Name	Entity Type	Jurisdiction	ID Number
Nest International, Inc. 75 Vincyards Blvd. 4th Floor Naples, FL 34119	Corporation	Florida	P19000030747

**THIRD:** The attached Plan of Merger was approved by Nest FL in accordance with the applicable provisions of Chapter 607, Florida Statutes, and was adopted by the unanimous written consent of the Shareholder and Director of Nest FL on May 2, 2019.

**FOURTH:** The attached Plan of Merger was approved by Nest NJ in accordance with the applicable provisions of Chapter 10, Title 14A, New Jersey Statutes, and was adopted by the unanimous written consent of the Shareholder and Director of Nest NJ on May 2, 2019.

**FIFTH:** The effective date of the Merger shall be upon filing.

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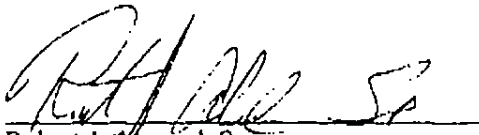
IN WITNESS WHEREOF, these Articles of Merger have been executed by the merging parties, Nest NJ and Nest FL, as shown below.

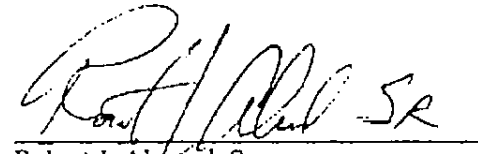
Merging Corporation

Surviving Corporation

Nest International, Inc.,  
a New Jersey Corporation

Nest International, Inc.,  
a Florida Corporation

  
Robert J. Almond, Sr.,  
Director  
Date: 5/2/2019

  
Robert J. Almond, Sr.,  
Director  
Date: 5/2/2019

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TALLAHASSEE, FLORIDA

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**PLAN OF MERGER  
OF  
NEST INTERNATIONAL, INC.**  
a New Jersey corporation  
**AND**  
**NEST INTERNATIONAL, INC.**  
a Florida corporation

This Agreement and Plan of Merger ("Agreement") is entered into by and among Nest International, Inc., a New Jersey corporation, whose address is 550 Crescent Blvd., Gloucester City, New Jersey 08030 ("Nest NJ") and Nest International, Inc., a Florida corporation whose business address is 75 Vineyards Blvd, 4th Floor, Naples, FL 34119, ("Nest FL").

The parties desire to merge pursuant to the authority granted to them to in accordance with Chapter 10 of Title 14A of New Jersey Statutes, and Chapter 607, Florida Statutes, and hereby present this plan of merger as provided by Section 14A:10-1, New Jersey Statutes, and Section 607.1108, Florida Statutes.

**FIRST:** The exact name, entity type, and jurisdiction for each merging entity are as follows:

Name	Entity Type	Jurisdiction	ID Number
Nest International, Inc.	Corporation	New Jersey	0100607722
Nest International, Inc.	Corporation	Florida	P19000030747

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

Name	Entity Type	Jurisdiction	ID Number
Nest International, Inc. (surviving entity)	Corporation	Florida	P19000030747

**THIRD:** The address of the surviving entity is as follows:

Nest International, Inc.  
a Florida corporation  
75 Vineyards Blvd, 4th Floor  
Naples, FL 34119

**FOURTH:** Per the provisions of Title 14A, New Jersey Statutes, the surviving entity, Nest FL, agrees to be served with process in New Jersey in any action, suit or proceeding for the

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enforcement of any obligation of Nest NJ, and in any proceeding for the enforcement of the rights of a dissenting shareholder of Nest NJ, against against the surviving corporation, Nest FL.

**FIFTH:** The New Jersey Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the address listed above.

**SIXTH:** The manner and basis of converting the interests, shares, obligations of the parties to the merger are as follows:

- i. Nest NJ is authorized to issue One Million (1,000,000) shares of common stock ("Common Stock"). Nest NJ has Twenty-Five Thousand (25,000) shares in treasury and has issued Seventy-Five Thousand (75,000) shares to its sole shareholder, The Robert J. Almond Revocable Declaration of Trust, under agreement dated June 18, 2009 ("Almond Trust").
- ii. The surviving corporation, Nest FL, has authority to issue a total Ten Million (10,000,000) Shares of no-par value common stock ("Nest FL Shares"). The Nest FL Shares are further divided into two series, with One Million (1,000,000) shares of Series A Voting Common Stock ("Series A") and Nine Million (9,000,000) shares of Series B Non-Voting Common Stock ("Series B").
- iii. In accordance with the merger, Almond Trust will surrender its Seventy-Five Thousand (75,000) shares in Nest NJ, in exchange for Seven Hundred Fifty Thousand (750,000) shares in Nest FL. The Nest FL shares issued to Almond Trust are further subdivided by classes, with Seventy-Five Thousand (75,000) shares held as Series A Voting Common Stock and Six Hundred Seventy-Five Thousand (675,000) shares held as Series B Non-Voting Common Stock.
- iv. In accordance with the merger, the Twenty-Five Thousand treasury shares in Nest NJ will be converted into Two Hundred and Fifty Thousand (250,000) treasury shares in Nest FL ("Treasury Shares"). The Treasury Shares are further subdivided by classes, with Twenty-Five Thousand (25,000) shares held as Series A Voting Common Stock and the remaining Two Hundred and Twenty-Five Thousand (225,000) shares held as Series B Non-Voting Common Stock.
- v. After the merger, Nest FL will have Five Hundred Thousand (500,000) shares outstanding.
- vi. Prior to the merger, Almond Trust is the sole and only shareholder of Nest NJ and after merger Almond Trust will be the sole shareholder of Nest FL.

**SEVENTH:** The effective date of the Merger shall be upon filing.

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**NOW THEREFORE**, this Plan of Merger is hereby approved by the Directors of Nest NJ and Nest FL.

Merging Corporation

Surviving Corporation

Nest International, Inc.,  
a New Jersey Corporation

Nest International, Inc.,  
a Florida Corporation

By: 

Robert J. Almond, Sr.,  
President & Director  
Date: 5/2/2019

By: 

Robert J. Almond, Sr.,  
President & Director  
Date: 5/2/2019

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