

P19000053872

(Requestor's Name)

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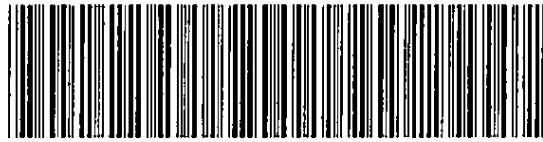
(Business Entity Name)

(Document Number)

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AUG 07 2019

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Welltek Merger Sub, 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:

Kenneth D. Bland

Contact Person

10sion Holdings, Inc.

Firm/Company

1812 Front Street

Address

Scotch Plains, NJ 07076

City/State and Zip Code

ken@10sionholdings.com

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

For further information concerning this matter, please call:

Kenneth D. Bland

At ( 908 ) 462-2766

Name of Contact Person

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 Exccutive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

19 AUG -2 PM 2:30  
Division of Corporations

Attention: DIANE CUSHING

Articles of Merger

Welltek Merger Sub, Inc

FLORIDA CORP Doc # P1900005387Z

Payment of \$78.<sup>75</sup> enclosed

Sincerely

# 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)
Welltek Merger Sub, Inc.	Florida	P19000053872

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Welltek Incorporated	Nevada	E0048472009-4

**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 August 2, 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 August 2, 2019 and shareholder approval was not required.

*(Attach additional sheets if necessary)*



10SION HOLDINGS, INC.  
(a Florida corporation)  
**PLAN OF MERGER**  
WELLTEK MERGER SUB, INC.  
(a Florida corporation)  
to be merged with and into  
WELLTEK INCORPORATED  
(a Nevada corporation)

This Plan of Merger adopted by the boards of directors of the respective corporations constituent to and contributing to the merger provided herein, in compliance with §607.1101, Fla. Stat., and in accordance with §92A.100, effective as of August 2, 2019 pursuant to the authority granted, with respect to Welltek Merger Sub, Inc., a Florida corporation, by §§607.1104 and 607.1107, Fla. Stat., the Florida Business Corporation Act, and with respect to Welltek Incorporated, a Nevada corporation, by §§92A.180 and 92A.190, NRS, Nevada Revised Statutes.

1. The constituent corporations are:

Welltek Merger Sub, Inc., owner of more than ninety percent of the issued and outstanding "voting shares" of Welltek Incorporated; and

Welltek Incorporated, a more than ninety percent owned subsidiary of Welltek Merger Sub, Inc.

2. The contributing corporation is 10sion Holding, Inc., a Florida corporation, and owner of all of the issued and outstanding common stock of Welltek Merger Sub, Inc.

3. The terms of the merger are:

(a) Welltek Incorporated will be merged with and into Welltek Merger Sub, Inc., Welltek Merger Sub, Inc. is the **parent corporation** and the **surviving corporation** of the merger as a Florida corporation and Welltek Incorporated is the **subsidiary corporation** and the **merging corporation** in the merger and shall cease to exist.

(b) The articles of incorporation of Welltek Merger Sub, Inc. will be unchanged and not differ from its articles before the merger.

(c) Each issued and outstanding share of common stock of Welltek Incorporated immediately before the effective date of the merger held by persons other than Welltek Merger Sub, Inc. will be automatically converted into 0.016853175 of a share of 10sion Holdings, Inc.; provided, that any fractional shares issuable to a holder of at least one whole shares shall be rounded up to the next whole share and any fractional share otherwise issued to a holder who owns no whole share shall be paid in cash in an amount equal to the number of shares owned prior to the merger multiplied by \$0.005 which is the opening, high, low and closing price of the Welltek Incorporated's common stock reported on OTCMarkets.com immediately prior to the acquisition of control of Welltek Incorporated by 10sion Holdings, Inc. Stockholders of Welltek Incorporated will not be required to surrender physical certificates, which shall be void upon filing of Articles of Merger, in order to have 10sion shares registered in their names.

(d) The shares of Welltek Incorporated held by and registered in the name of Welltek Merger Sub, Inc. will disappear in the merger as shares held by the issuer thereof as treasury shares which are cancelled.

(e) Pursuant to the merger and the issue of 10sion Holdings, Inc.'s common stock in conversion of Welltek Incorporated's common stock pursuant to this plan. 10sion Holdings, Inc., shall be deemed to be the successor of Welltek Incorporated for all purposes and in particular related to the public securities markets.

4. 10sion Holdings, Inc. shall pay all of the costs incurred by Welltek Merger Sub, Inc. and by Welltek Incorporated in connection with the merger.

5. A vote for approval of the merger by the stockholders of Welltek Merger Sub, Inc. and by the stockholders of Welltek Incorporated is not required in reliance on the parent-subsidiary merger statutes of Florida law and Nevada law, respectively, identified above, because Welltek Merger Sub, Inc., as the parent corporation, owns ninety percent of the issued and outstanding voting stock of Welltek Incorporated, as the subsidiary corporation.