

12/26/2019

Division of Corporations

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE**Texture Fabrics, Inc.**

Certificate of Status	0
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DEC 27 2019

ARTICLES OF MERGER

(Profit Corporations)

2019-12-26 AM 9:04

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)
TEXTURE FABRICS, INC.	FLORIDA	P19000091614

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
TEXTURE, INC.	NEW YORK	

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 01 / 01 / 2020 (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 26, 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 26, 2019 and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

TEXTURE FABRICS, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

TEXTURE, INC.

NEW YORK

Third: The terms and conditions of the merger are as follows:

Upon filing of the Articles of Merger, the Merging Corporation shall merge with and into the Surviving Corporation (the "Merger"). Upon consummation of the Merger, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall be the surviving corporation in the Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon filing of the Articles of Merger, by virtue of the Merger and without any action on the part of the Surviving Corporation or the Disappearing Corporation, all outstanding shares of the Disappearing Corporation shall be cancelled without any consideration therefor and all outstanding shares of the Surviving Corporation shall remain outstanding without any change thereto. Each stockholder of the Disappearing Corporation shall hold the same number of shares of the Surviving Corporation that such stockholder held in the Disappearing Corporation immediately prior to the Merger. All outstanding debt instruments and other obligations of the Disappearing Corporation, if any, shall convert to debt instruments and obligations, respectively, of the Surviving Corporation. All assets and property of the Disappearing Corporation, if any, shall become assets and property, respectively, of the Surviving Corporation.

The articles of incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation from and after the Effective Time, until thereafter changed or amended as provided therein or by applicable law. The bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation from and after the Effective Time until thereafter changed or amended as provided therein or by applicable law.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

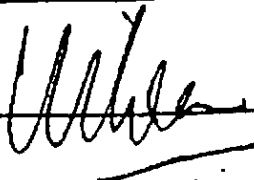
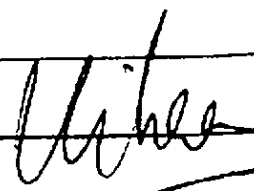
(a) Directors. The directors of the Surviving Corporation immediately prior to the Effective Time shall become the directors of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

(b) Officers. The officers of the Surviving Corporation immediately prior to the Effective Time shall be the officers of the Surviving Corporation. Other provisions relating to the merger are as follows:

(a) Directors. The directors of the Surviving Corporation immediately prior to the Effective Time shall become the directors of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

(b) Officers. The officers of the Surviving Corporation immediately prior to the Effective Time shall be the officers of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected or appointed and qualified, as the case may be.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of</u>
Texture Fabrics, Inc. , a Florida corporation		Vikram Tekriwal, Director
Texture, Inc., a New York corporation		Vikram Tekriwal, Director