

P22000005479

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300390779273

07/18/22--01031--011 \*\*87.50

FILED  
2022 JUL 18 PM 3:17  
CLERK OF COURT  
CLERK OF COURT

*Merger*

SEP 14 2022

D CUSHING

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: VERLIVE, INC.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

LIUSKA RINCON

Contact Person

R ROSSER COLE, A LAW CORPORATION

Firm/Company

2000 HILL DRIVE

Address

LOS ANGELES, CA 90041

City/State and Zip Code

PARALEGAL@ROSSERCOLE.COM

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

For further information concerning this matter, please call:

LIUSKA RINCON

Name of Contact Person

At ( 818 ) 500-9418

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

## ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>VERLIVE, INC.</u>	<u>FLORIDA</u>	<u>CORPORATION</u>	<u>P22000005479</u>

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>ASAB, INC.</u>	<u>CALIFORNIA</u>	<u>CORPORATION</u>	<u>C1449253</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FILED  
2022 JUL 18 PM 3:17  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
DADE, FLORIDA

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

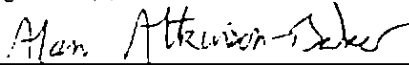
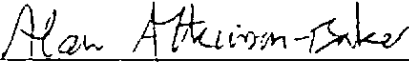
- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**AUGUST 15, 2022.**

**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.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
VERLIVE, INC.		ALAN ATKINSON-BAKER
ASAB, INC.		ALAN ATKINSON-BAKER

Corporations:

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

# **PLAN OF MERGER**

**(Non Subsidiaries)**

The following Plan of Merger ("Agreement") is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

## **ARTICLE 1.**

### **RECITALS OF CONSTITUENT CORPORATIONS**

#### **Disappearing Corporation**

Section 1.01. ASAB, INC., corporate ID number: C1449253, ("Disappearing Corporation") is a corporation duly organized, validly existing, and in good standing under the laws of the State of California.

#### **Survivor**

Section 1.02. VERLIVE, INC., corporate ID number: P22000005479, ("Surviving Corporation") is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida.

## **ARTICLE 2. MERGER**

### **Surviving Corporation**

Section 2.01 Disappearing Corporation shall be merged into Surviving Corporation under the laws of the State of Florida, pursuant to the terms and conditions of this Agreement.

## **ARTICLE 3. EFFECTIVE DATE**

### **Effective Date**

Section 3.01 The effective date of this merger shall be August 15, 2022. (the "Effective Date").

## **ARTICLE 4. TERMS AND CONDITIONS**

### **Negative Covenants**

Section 4.01. Between the date of this Agreement and the date on which the merger shall become effective, neither constituent corporation shall not:

- (a) Declare or pay any dividends to its shareholders.
- (b) Except in the normal course of business and for adequate value, dispose of any of its assets.

### **Further Assignments or Assurances**

Section 4.02. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in the surviving corporation the title to any property or rights of Disappearing Corporation or otherwise carry out the provisions hereof, the proper officers and directors of Disappearing Corporation as of the effective

date of the merger, shall execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts proper to vest, perfect, and confirm title to such property or rights in the surviving corporation, and otherwise carry out the provisions hereof.

#### **ARTICLE 5. CONVERSION OF SHARES**

Section 5.01. (a) Surviving Corporation. The shares of Surviving Corporation outstanding on the Effective Date shall not be changed or converted as a result of the merger but shall remain outstanding as shares of Surviving Corporation.

(b) Disappearing Corporation. On the Effective Date, each one issued and outstanding common share of Disappearing Corporation shall be converted into ONE (1) common shares, without par value, of Surviving Corporation, subject to adjustment as provided in this Agreement. No fractional shares of the common stock of the surviving corporation will be issued to the holders of the common stock of the disappearing corporation, but holders who would otherwise be entitled to receive a fraction of a share of the common stock of the surviving corporation on the basis of the conversion provided for herein shall in lieu thereof receive a cash payment equal to the value of such fraction, based on the market value of the common stock of the disappearing corporation as of the effective date of the merger.

Section 5.02. Each holder of the shares of the disappearing corporation shall surrender his shares, properly endorsed, to the surviving corporation or its agent, and shall thereupon receive in exchange therefor a certificate or certificates representing the number of shares of the surviving corporation into which the shares of the disappearing corporation have been converted.

#### **ARTICLE 6. DIRECTORS**

##### **Board of Survivor**

Section 6.01. The Board of Directors of Surviving Corporation shall be Alan Atkinson-Baker and Sheila Atkinson-Baker who shall continue to serve as the Board of Directors of the surviving corporation until the next annual meeting or until such time as his successor has been elected and qualified.

#### **ARTICLE 7. ARTICLES OF INCORPORATION**

Section 7.01. The articles of Surviving Corporation as existing on the effective date of the merger, shall continue in full force as the articles of the surviving corporation until altered, amended as provided therein, or as provided by law.

#### **ARTICLE 8. BYLAWS**

Section 8.01. The bylaws of Surviving Corporation, as existing on the effective date of the merger, shall continue in full force as the bylaws of the surviving corporation until altered, amended, or repealed as provided therein or as provided by law.

#### **ARTICLE 9. INTERPRETATION AND**

##### **ENFORCEMENT**

##### **Notices**

Section 9.01. Any notice, request, demand, or other communication required or permitted hereunder shall be deemed to be properly given when deposited in the United States mail, postage prepaid, or when deposited with a public telegraph company for transmittal, charges prepaid, addressed:

Redington Shores, FL 33708, or to such other person or address as Disappearing Corporation may from time to time furnish to Surviving Corporation;

(b) In the case of Surviving Corporation to: VERLIVE, INC., located at 125 Forest Hills Drive, Redington Shores, FL 33708, or to such other person or address as Surviving Corporation may from time to time furnish to Disappearing Corporation.

#### Counterpart Executions

Section 9.02. This Agreement may be executed in two or more counterparts, by facsimile transmission or by delivery of a scanned counterpart in portable document format (PDF) by e-mail, in either case with delivery confirmed, and each of which shall be considered an original, but all of which together shall constitute the same instrument. On such confirmed delivery, the signatures in the facsimile or PDF data file shall be deemed to have the same force and effect as if the manually signed counterpart had been delivered to the other party in person.

#### Controlling Law

Section 9.03. The validity, interpretation, and performance of this Agreement shall be controlled by and construed under the laws of the State of Florida, the state in which this Agreement is being executed.

Executed on July 9, 2022, at Redington Shores Florida

#### SURVIVING CORPORATION

VERLIVE, INC.

by Alan Atkinson-Baker

Alan Atkinson-Baker, President

by Sheila Atkinson-Baker

Sheila Atkinson-Baker, Secretary

#### DISAPPEARING CORPORATION

ASAB, INC.

by Sheila Atkinson-Baker

Sheila Atkinson-Baker, President

by Sheila Atkinson-Baker

Sheila Atkinson-Baker, Secretary