



State of Rhode Island
Department of State - Business Services Division

Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Partnership, Limited Liability Company or Non-Profit Corporation

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00

REC'D RIDGESS BSO
24 DEC 24 PM 12:35:41

Pursuant to the provisions of RIGL Title 7, the undersigned entities submit the following Articles of Merger ☒ or Consolidation for the purpose of merging or consolidating them into one entity:

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE *under which entity is organized
000358540	ABCYA.COM LLC	LLC	RI
	Curiosity Media, Inc.	Corporation	FL

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving entity is:

Curiosity Media, Inc.

which is to be governed by the laws of the state of:

Florida

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. A Plan of Merger or Consolidation **MUST** be attached.

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

777 Mariners Island Boulevard, Suite 600, San Mateo, CA 94404

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

FILED

DEC 24 2024

BY H9TAL

1235

B

g. Date when these Articles of Merger or Consolidation will be effective: **CHECK ONE BOX ONLY**

Date received (Upon filing)

☒ Later effective date (see instructions) December 31, 2024

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL CHAPTER 7-1.2.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of RIGL Chapter 7-1.2.

b. The corporation certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1309, the corporation has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov]

c. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is:

ii) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL CHAPTER 7-6.

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A PARTNERSHIP PURSUANT TO RIGL CHAPTER 7-13.1 or 7-12.1.

a. The partnership certifies that it has no outstanding tax obligations. As required by RIGL 7-13.1-213 and 7-12.1-914, the partnership has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov]

SECTION V: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED LIABILITY COMPANY PURSUANT TO RIGL CHAPTER 7-16.

a. The limited liability company certifies that it has no outstanding tax obligations. As required by RIGL § 7-16-8, the limited liability company has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov]

SECTION VI: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Entity Name

ABCYA.COM LLC

Type or Print Name of Person Signing

Paul Mishkin

Title of Person Signing

Authorized Person

Signature



Date

12/20/202

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

Curiosity Media, Inc.

Type or Print Name of Person Signing

Paul Mishkin

Title of Person Signing

President

Signature



Date

12/20/2024

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

AGREEMENT AND PLAN OF MERGER OF

ABCya.com LLC, a Rhode Island limited liability corporation

WITH AND INTO

Curiosity Media, Inc., a Florida corporation

1. The names of the corporations planning to merge are ABCya.com LLC, a Rhode Island limited liability corporation ("**Merging Entity**"), and Curiosity Media, Inc., a Florida corporation (the "**Surviving Corporation**").
2. The board of directors of the Surviving Corporation and the sole member of the Merging Entity each deems it advisable and in the best interests of each entity to merge the Merging Entity with and into the Surviving Corporation (the "**Merger**"), as authorized by the laws of the State of Rhode Island and State of Florida and pursuant to the terms and subject to the conditions of this Agreement and Plan of Merger.
3. As of the effective time set forth in the filing of the Articles of Merger with the Department of State of the State of Florida and filing the Articles of Merger with the Department of State of the State of Rhode Island (the "**Effective Time**"), by virtue of the Merger, each limited liability company membership interest of the Merging Entity shall be canceled and no cash or securities or other property shall be payable to the Surviving Corporation in respect thereof.
4. At the Effective Time, each share of the Surviving Corporation's common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by the Surviving Corporation or any other person, remain unaffected by the Merger.
5. As of the Effective Time, the separate existence of the Merging Entity shall cease and the Merging Entity will be merged in accordance with the provisions of this plan into the Surviving Corporation, which shall possess all the properties and assets and all the rights, privileges, powers, immunities and franchises of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities of the Merging Entity; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or other property, or any interest therein, vested by deed or otherwise in the Merging Entity shall be vested in the Surviving Corporation without reversion or impairment.



State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,

hereby certify that this document, duly executed in accordance with the provisions

of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

December 24, 2024 12:35 PM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is fluid and cursive, with the first letters of each word being capitalized and prominent.

Gregg M. Amore
Secretary of State

