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Filing Fee: See Instructions

ID Number:

RECEIVED STATE SECRETARY OF CORPORATIONS 2018 SEP 11 PM 3:02



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

JanCore, Inc.

(Insert full name of surviving or new entity on this line.)

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

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

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

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include JanCore, Inc. #1675780 (Business Corporation, Rhode Island) and JanCore, Inc. (Business Corporation, Florida).

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

c. The full name of the surviving or new entity is JanCore, 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. (Attach Plan of Merger or Consolidation)

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:

David M. Gilden, Esq., Partridge Snow & Hahn LLP, 40 Westminster Street, Suite 1100, Providence, RI 02903

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

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 Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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b. 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) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- 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: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....
SECTION V: 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.

JanCore, Inc., a Rhode Island corporation

Print Entity Name

By: C. [Signature] Director
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

JanCore, Inc., a Florida corporation

Print Entity Name

By: C. [Signature] Director
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER OF

**JanCore, Inc.,
a Rhode Island Corporation
and**

**JanCore, Inc.,
a Florida Corporation**

RECEIVED STATE
SECRETARY OF STATE
CORPORATIONS DIV
2018 SEP 11 PM 3:02

This Agreement and Plan of Merger, dated as of August 1, 2018, is between JanCore, Inc., a Rhode Island corporation (“**JanCore RI**”), and JanCore, Inc., a Florida corporation (“**JanCore FL**”).

WHEREAS, the Board of Directors of JanCore RI and the Board of Directors of JanCore FL have (a) determined that it is advisable and to the advantage of JanCore RI and JanCore FL, and their respective shareholders that JanCore RI merge with and into JanCore FL pursuant to the terms and conditions of this Agreement and Plan of Merger, the requirements of the Rhode Island Business Corporation Act (“**RIBCA**”), and the requirements of the Florida Business Corporation Act (“**FBCA**”), (b) approved and adopted this Agreement and Plan of Merger, and (c) directed that this Agreement and Plan of Merger be submitted to a vote of the respective shareholders of JanCore RI and JanCore FL; and

WHEREAS, the respective shareholders of JanCore RI and JanCore FL have unanimously approved this Agreement and Plan of Merger.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree as follows:

1. **MERGER**

- a. **Merger.** In accordance with the provisions of this Agreement and Plan of Merger, the RIBCA, and the FBCA, JanCore RI shall be merged (the “**Merger**”) with and into JanCore FL, and JanCore FL shall be the surviving corporation after the Merger (the “**Surviving Corporation**”).
- b. **Filing and Effectiveness.** The Merger shall become effective on September 11, 2018 (the “**Effective Time**”), as stated in the Articles of Merger filed with the Rhode Island Secretary of State in accordance with Section 7-1.2-1003 of the RIBCA and the Articles of Merger filed with the Florida Department of State in accordance with Section 607.1109 of the FBCA.
- c. **Articles of Incorporation.** The Articles of Incorporation of JanCore FL as in effect at the Effective Time shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.
- d. **Bylaws.** The Bylaws of JanCore FL as in effect at the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation.

- d. Bylaws. The Bylaws of JanCore FL as in effect at the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation.
- e. Directors and Officers. The directors and officers of JanCore FL at the Effective Time shall constitute the directors and officers of the Surviving Corporation after the Merger.
- f. Effect of Merger. At the Effective Time, the separate existence of JanCore RI shall cease and JanCore FL, as the Surviving Corporation, shall (i) continue to possess all of its rights and property as constituted immediately prior to the Effective Time and shall succeed, without other transfer, to all of the rights and property of JanCore RI and (ii) continue to be subject to all of the debts and liabilities of JanCore RI in the same manner as if JanCore FL had itself incurred them, all as more fully provided under the applicable provisions of the RIBCA and the FBCA.
- g. Service of Process. JanCore FL, as the Surviving Corporation, may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of JanCore RI, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, and JanCore FL does hereby irrevocably appoint the Rhode Island Secretary of State as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Rhode Island Secretary of State is Partridge Snow & Hahn LLP, 40 Westminster Street, Suite 1100, Providence, Rhode Island 02903 Attn: David M. Gilden, Esq., until such time as the Surviving Corporation shall have hereafter designated in writing to the Rhode Island Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Rhode Island Secretary of State, duplicate copies of such process, one of which copies the Rhode Island Secretary of State shall forthwith send to the Surviving Corporation at the above address.

2. CONVERSION

Conversion. As of the Effective Time, by virtue of the Merger and without any action by the shareholders of JanCore RI or the Surviving Corporation, each share of stock of JanCore RI issued and outstanding immediately prior to the Effective Time (which represent all of the issued and outstanding equity interests in JanCore RI) shall be automatically cancelled and extinguished without any action by the holder thereof, and certificates representing such shares shall be cancelled.

3. MISCELLANEOUS


- a. Amendment or Waiver. No amendment, change, modification, or waiver of this, or any portion of this, Agreement and Plan of Merger shall be valid, unless in writing and signed by all the parties hereto.

- b. Abandonment. At any time before filing of the Articles of Merger, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned for any reason whatsoever by written consent of the shareholders of either JanCore RI or JanCore FL, or both, notwithstanding the approval of this Agreement and Plan of Merger by the shareholders of JanCore RI or JanCore FL, or both.
- c. Agreement. Executed copies of this Agreement and Plan of Merger will be on file at the principal place of business of the Surviving Corporation, and copies thereof will be furnished to any shareholder of JanCore RI or JanCore FL upon request and without cost. This Agreement and Plan of Merger constitutes the entire understanding and agreement of the parties with respect to its subject matter.
- d. Governing Law. This Agreement and Plan of Merger shall in all respects be construed, interpreted and enforced in accordance with and governed by the law of the State of Florida, without giving effect to its conflicts of law principles.
- e. Counterparts. In order to facilitate the filing and recording of this Agreement and Plan of Merger, if filed, the same may be executed in any number of counterparts, each of which shall be deemed to be an original


(Signature Page Follows)

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective officers duly authorized as of the day and year first written above.

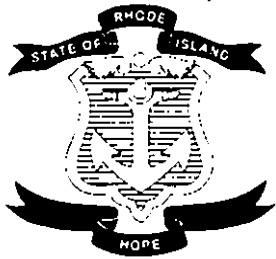
JanCore, Inc. (a Rhode Island corporation)

By: 
Name: Cynthia J. Simonson
Title: Director

JanCore, Inc. (a Florida corporation)

By: 
Name: Cynthia J. Simonson
Title: Director

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STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

1675780

PARTRIDGE SNOW AND HAHN LLP
ATTN: MICHELLE BRAMWELL
40 WESTMINSTER ST STE 100
PROVIDENCE, RI 02903-2525

LETTER OF GOOD STANDING

It appears from our records that **JANCORE, INC.** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **JANCORE, INC.** is in good standing with the Rhode Island Division of Taxation as of **09/05/2018**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or permit may be denied in accordance with R.I. Gen. Laws § 44-20-4.1.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER OF CORPORATIONS RI NON-SURVIVOR

This letter of good standing is valid only for the specific reason listed above, and is not valid for any other reason(s).

Very truly yours,

Neena Savage
Tax Administrator

Ian Beauregard, Supervising Revenue Officer
Compliance and Collections

82-2269498:13939962
DLN: 1000322778



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, 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:

September 11, 2018 03:02 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

