

613063

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

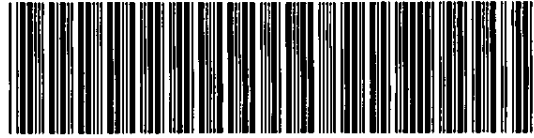
(Business Entity Name)

(Document Number)

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2012 JAN 23 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Meyer*  
*SS*  
*1-23-12*

CARTER & KROPELNICKI, P.A.

ATTORNEYS AT LAW

181 CHARLOTTE STREET

ASHEVILLE NORTH CAROLINA 28801

(828) 252-9804

FAX (828) 251-1580

SCOTT CARTER  
STEVEN KROPELNICKI, JR.

January 18, 2012

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: American Miso Company – Reference # 613063

Dear Friends,

Per your instructions I enclose the full package you returned to me on January 9 plus a copy of the Agreement of Merger and Plan of Merger and Reorganization. Many thanks for your help.

With kindest regards,

  
SCOTT CARTER  
[sc@cartkrop.com](mailto:sc@cartkrop.com)

SC/rt  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 9, 2012

SCOTT CARTER  
CARTER AND KROPLENICKI, P.A.  
181 CHARLOTTE STREET  
ASHEVILLE, NC 28801

SUBJECT: AMERICAN MISO COMPANY  
Ref. Number: 613063

We have received your document for AMERICAN MISO COMPANY and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There was no attachment to the plan of merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert  
Regulatory Specialist II

Letter Number: 912A00000524

RECEIVED

12 JAN 23 AM 9:10

TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** American Miso Company NC  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Scott Carter  
Contact Person

Carter and Kroplenicki, PA  
Firm/Company

181 Charlotte Street  
Address

Asheville, NC 28801  
City/State and Zip Code

sc@cartkrop.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Scott Carter At ( 828 ) 252-9804  
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 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314







**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:**

**Other provisions relating to the merger are as follows:**



**AGREEMENT OF MERGER AND  
PLAN OF MERGER AND REORGANIZATION**

Agreement of Merger and Plan of Reorganization dated November 29, 2011 by and between AMERICAN MISO COMPANY, a Florida corporation (hereinafter called "Miso") and AMERICAN MISO COMPANY NC, a North Carolina corporation (hereinafter called "Miso-NC");

WHEREAS the Boards of Directors of Miso and Miso-NC have resolved that Miso be merged into a single corporation existing under the laws of the State of North Carolina, to wit, Miso-NC, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; that the authorized capital stock of Miso consists of 4,300,000 shares of Common Stock with no par value (hereinafter called "Miso Common Stock"), of which 4,300,000 shares are issued and outstanding; that the authorized capital stock of Miso-NC consists of 100,000 shares of Common Stock with no par value (hereinafter called "Miso-NC Common Stock"), one of which is issued and outstanding; and the respective Boards of Directors of Miso and Miso-NC have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW THEREFORE, in consideration of the foregoing premises and the mutual agreements herein contained, the parties hereto hereby agree in accordance with the law of both Florida and North Carolina that Miso shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of North Carolina, to wit, Miso-NC, which shall be the Surviving Corporation, and that the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings, Filings, and Effects of Merger

1.1 Miso Stockholders' Meeting. Miso shall call a meeting of its stockholders to be held in accordance with the law of Florida at the earliest practicable date, upon due notice thereof to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by Miso as Sole Stockholder of Miso-NC. On or before December 31, 2011, Miso as the sole stockholder of Miso-NC, shall adopt this Agreement in accordance with the law of North Carolina.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of Miso in accordance with the law of Florida, (b) this Agreement has been adopted by Miso as the sole stockholder of Miso-NC, in accordance with the law of North Carolina, and (c) this Agreement is not thereafter, and has not theretofore been terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the law of North Carolina and Articles of Merger shall be filed in accordance with the law of Florida. Such filings shall be made on the same day. The Merger shall become effective on January 1, 2012 at 9:00 A.M. or later on the calendar day following the day of such filing in North Carolina, which date and time are herein referred to as the "Effective Date."

1.4 **Certain Effects of Merger.** On the Effective Date, the separate existence of Miso shall cease, and Miso shall be merged into Miso-NC which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, and be subject to all the restrictions, disabilities and duties of Miso and all and singular, the rights, privileges, powers, and franchises of Miso, and all property, real, personal and mixed, and all debts due to Miso on whatever account, as well for stock subscriptions and all other things in action or belonging to Miso, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Miso, and the title to any real estate vested by deed or otherwise, under the laws of North Carolina or Florida or any other jurisdiction, in Miso, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Miso shall be preserved unimpaired, and all debts, liabilities and duties of Miso shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time after the Effective Date, the last acting officers of Miso or the corresponding officers of the Surviving Corporation, may, in the name of Miso, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Miso's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. **Name of Surviving Corporation, Certificate of Incorporation and By-Laws**

2.1 **Name of Surviving Corporation.** The name of the Surviving Corporation from and after the Effective Date shall be American Miso Company.

2.2 **Certificate of Incorporation.** The Certificate of Incorporation of Miso-NC as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that the name shall be amended in accordance with 2.1 hereof.

2.3 **By-Laws.** The By-Laws of Miso-NC, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. **Status and Conversion of Securities**

The manner and basis of converting the shares of the capital stock of Miso and the nature and amount of securities of Miso-NC which the holders of shares of Miso Common Stock are to receive in exchange for such shares are as follows:

3.1 **Miso Common Stock.** Each 4,300 shares of Miso Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Miso-NC Common Stock, and outstanding certificates representing shares of Miso Common Stock shall thereafter represent shares of Miso-NC Common Stock in that ratio. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

FURTHER RESOLVED, that upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the stockholders of this Corporation and American Miso Company NC, that the proper officers of this Corporation be and hereby are authorized and directed to file a Certificate of Merger in the states of North Carolina and Florida and such other certificates or documents as may be necessary or desirable to effectuate the Merger;

FURTHER RESOLVED, that the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions.

Respectfully,

Kenny Green  
Kenny Green, Secretary

CONSENT: All the Shareholders and Directors have signed and consented to these minutes, and in so signing, waive notice and quorum requirements of the meeting. Those of the undersigned who did not attend the meeting waive their attendance and adopt these minutes in accordance with the rules allowing irregular and informal meetings and action without meetings.

All the Shareholders consent:

Barry Evans  
Barry Evans

All the Directors consent:

Barry Evans  
Barry Evans, Chairman

Yoshihiro Kato  
Yoshihiro Kato

Janet Paige  
Janet Paige