

F01000002230

(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



300134417013

08/18/08--01045--020 \*\*70.00

RECEIVED

08 AUG 18 PM 12:02

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

08 AUG 18 PM 3:16

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended  
Restated Art  
of merger  
SP 8/19

## ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

City/St/Zip

850-222-2785

Phone #

CK ENCLOSED FOR: \$70.00  
CK # 1899

### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- Carma (Colorado), Inc., a Nevada corporation

2- # FO1000002230

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

#### NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

#### AMENDMENTS

<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

#### OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

#### REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials jac

# WOTITZKY, WOTITZKY & ROSS, P.A.

ATTORNEYS AT LAW

223 TAYLOR STREET  
PUNTA GORDA, FLORIDA 33950-4427

TELEPHONE (941) 639-2171  
ENGLEWOOD (941) 473-1700

FACSIMILE (941) 639-8617

WEBSITE  
[www.wotitzkylaw.com](http://www.wotitzkylaw.com)

EDWARD L. WOTITZKY\*  
WARREN R. ROSS\*\*  
LANCE C. BALL  
DIANE K. MCCLELLAN  
DAVID W. FINEMAN  
TAMSEN N. HAYS  
CHEYENNE R. YOUNG  
JASON D. VOLKMAN

\* FL BAR BOARD CERTIFIED  
REAL ESTATE LAWYER  
\*\* ALSO MEMBER OHIO BAR

FRANK WOTITZKY (*Of Counsel*)  
LEO WOTITZKY (1912-2005)

COPY

August 14, 2008

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Carma (Colorado), Inc.

Gentlemen:

On December 18, 2001, Articles of Merger were filed with respect to the merger of Nu-West Florida, Inc., a Florida corporation, into Carma (Colorado), Inc., a Colorado corporation. The document number for the surviving corporation is F01000002230.

We have recently discovered that a scrivener's error was included in the Articles of Merger in that Carma (Colorado), Inc. is actually a Nevada corporation.

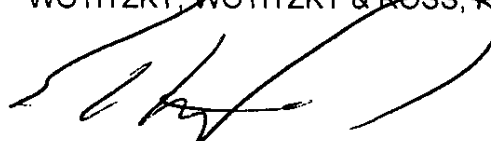
To correct the scrivener's error, we have prepared and are herein enclosing Amended and Restated Articles of Merger with the attached Amended and Restated Plan of Merger. We would request that the Amended and Restated Articles be filed to document this correction.

In connection with this matter, I enclose our check in the amount of \$70.00. We based this amount on the filing fee for mergers. Please note, however, the correct filing fee may merely be \$35.00 as the filing actually constitutes an amendment to the previously filed Articles of Merger. Please refund the difference if that is the correct calculation.

We greatly appreciate your consideration with respect to this filing.

Very truly yours,

WOTITZKY, WOTITZKY & ROSS, P.A.



Edward L. Wotitzky

ELW/sjb  
Enclosure  
CC w/enclosure: Client

G:\Sandy\ELW\Carma Colorado\Letter Div of Corp 08-14-08.wpd

ESTABLISHED 1940

PERSONAL INJURY • WRONGFUL DEATH • CIVIL LITIGATION • CRIMINAL LAW • BANKRUPTCY  
WILLS, TRUSTS & ESTATE PLANNING • PROBATE • CORPORATION & BUSINESS LAW • CONSTRUCTION LAW • ZONING, LAND USE & ADMINISTRATIVE LAW  
REAL ESTATE CLOSINGS • TITLE INSURANCE • REAL PROPERTY LAW • CONDOMINIUM & COMMUNITY ASSOCIATION LAW • DIVORCE, CUSTODY & FAMILY LAW

MAR-20-2008 THU 10:44 AM

FAX NO.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 AUG 18 PM 3:15

To: Department of State  
Tallahassee, Florida 32314

**AMENDED AND RESTATED NUNC PRO TUNC**  
**ARTICLES OF MERGER OF**  
**NU-WEST FLORIDA, INC., a Florida corporation,**  
**with and into CARMA (COLORADO), INC., a Nevada corporation**

THE FOLLOWING AMENDED AND RESTATED *NUNC PRO TUNC* ARTICLES OF MERGER OF NU-WEST FLORIDA, INC., a Florida corporation with and into CARMA (COLORADO), INC., a Nevada corporation, are adopted and approved on this 5 day of August, 2008, for the purpose of correcting that the state of incorporation of the surviving corporation, CARMA (COLORADO), INC., is the State of Nevada, not the State of Colorado, as declared in the original Articles of Merger. This document shall be effective from and relate back to the date of filing the original Articles of Merger, to wit: December 21, 2001.

18

Pursuant to and in accordance with the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act, NU-WEST FLORIDA, INC., a Florida corporation, and CARMA (COLORADO), INC., a Nevada corporation, hereby adopt the following Articles of Merger for the purpose of merging the said corporations, into CARMA (COLORADO), INC., a Nevada corporation, registered to do business in Florida, as the surviving corporation:

1. The names of the corporations which are parties to the within merger are NU-WEST FLORIDA, INC., a Florida corporation (herein referred to as "Nu-West"), and CARMA (COLORADO), INC., a Nevada corporation (herein referred to as "Carma"). Nu-West is a wholly owned subsidiary of Carma. By this merger, Nu-West will merge into its parent corporation, Carma. Carma is the surviving corporation.

2. The Plan of Merger, a copy of which is attached hereto and made a part hereof, was approved by the Board of Directors of Carma in the manner prescribed by the Florida Business Corporation Act. Shareholder approval of the merger was not required, as the merger was of a subsidiary corporation, Nu-West, and its parent corporation, Carma which is the owner and holder of all issued and outstanding shares of stock of Nu-West. The Plan of Merger was adopted by both corporations on the 1<sup>st</sup> day of January, 2001.

3. The effective date of the merger shall be the date on which the Articles of Merger are filed with the Florida Secretary of State.

4. If the surviving corporation, CARMA (COLORADO), INC., a Nevada corporation is to be governed by the laws of any state other than the State of Florida, the surviving corporation:

a. Agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and any proceeding for the enforcement of the rights of a dissenting shareholder of the domestic corporation against the surviving corporation;

MAR-20-2008 THU 10:44 AM

FAX NO.

b. Irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any proceeding; and

c. Agrees that it will promptly pay to the dissenting shareholders, if any, of Nu-West the amount to which they are entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS HEREOF, the undersigned corporations have hereunto set their hands and seals effective the day and year first above written.

Signed, Sealed and Delivered in the Presence of:

NU-WEST FLORIDA, INC., a Florida corporation

Vickie Patricia  
VICKIE PATRICIO  
Printed name of first witness

By: Alan Norris  
Alan Norris, its  
(Affix Seal)

Karen Leeds  
Karen Leeds  
Printed name of second witness

Vickie Patricia  
VICKIE PATRICIO  
Printed name of first witness

CARMA (COLORADO), INC., a Nevada corporation

By: Alan Norris  
Alan Norris, President  
(Affix Seal)

Karen Leeds  
Karen Leeds  
Printed name of second witness

Province: ALBERTA  
State of  
Country: CANADA  
County of

The foregoing instrument was acknowledged before me this 5th day of AUGUST, 2008, by ALAN NORRIS, the President of NU-WEST FLORIDA, INC., a Florida corporation, on behalf of the said corporation. He is personally known to me or produced VICKIE PATRICIO as identification since March 1983.

My commission expires:

Vickie Patricia  
VICKIE L. M. PATRICIO  
Printed Name of Notary  
Commission or Serial Number  
My Commission Expires November 13, 2006

MAR-20-2008 THU 10:44 AM

FAX NO.

Province: ALBERTA  
State of  
Country of CANADA

The foregoing instrument was acknowledged before me this 5th day of AUGUST, 2008, by ALAN NORRIS, the President of CARMA (COLORADO), INC., a Nevada corporation, on behalf of the said corporation. He is personally known to me or produced since March 1993 as identification.

My commission expires:

Vickie Patricia  
Notary Public Commissioner for Oaths

Printed Name of Notary VICKIE L. M. PATRICIO

Commission or Serial Number A Commissioner for Oaths  
In and for the province of Alberta.

My Commission Expires November 13, 2008

MAR-20-2008 THU 10:43 AM

FAX NO.

## **Amended and Restated Nunc Pro Tunc Plan of Merger**

THIS AMENDED AND RESTATED *NUNC PRO TUNC* PLAN OF MERGER by and between CARMA (COLORADO), INC., a Nevada corporation, which shall be referred to herein as the "Parent Corporation" and NU-WEST FLORIDA, INC., a Florida corporation, which shall be referred to herein as the "Subsidiary Corporation" is adopted and approved on this 05 day of August, 2008, for the purpose of correcting that the state of incorporation of CARMA (COLORADO), INC., is the State of Nevada, not the State of Colorado, as declared in the original Plan of Merger. This document shall be effective from and relate back to the effective date of the original Plan of Merger, to wit: January 1, 2001.

### **WITNESSETH:**

WHEREAS, Parent Corporation is a corporation organized and existing under the laws of the State of Nevada, with its principal office located at 7315 8<sup>th</sup> ST N.E., CALGARY, AL T2E8A, CA, and is qualified to transact business as a foreign corporation in the State of Florida; and

WHEREAS, the Subsidiary Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 1200 W. Retta Esplanade, Punta Gorda, Florida 33950; and

WHEREAS, the Subsidiary Corporation is a wholly owned subsidiary of Parent Corporation, and Parent Corporation owns all issued and outstanding shares of stock of the Subsidiary Corporation; and

WHEREAS, the Boards of Directors of the Parent Corporation deems it desirable and in the best interest of the corporations that the Subsidiary Corporation be merged into and with the Parent Corporation, pursuant to Section 607.1104 of the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the mutual covenants herein set forth, and in the further consideration of the sum of Ten Dollars (\$10.00) and other good and valuable considerations, each to the other in hand paid, the receipt and sufficiency of which is acknowledged, the parties agree as follows:

1. **Merger.** NU-WEST FLORIDA, INC., a Florida corporation, the Subsidiary Corporation, shall merge into and with CARMA (COLORADO), INC., a Nevada corporation, the Parent Corporation, which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Subsidiary Corporation shall cease and the Parent Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the Subsidiary Corporation, without the necessity for any separate transfer. The Parent Corporation shall then be responsible and liable for all liabilities and obligations of the Subsidiary Corporation, and neither the rights of creditors nor any liens on the property of the Subsidiary Corporation shall be impaired by the merger.

3. **Conversion of Shares.** The shares of the Subsidiary Corporation which are issued and outstanding on the effective date of the merger herein contemplated are owned and held by the Parent Corporation. The said shares shall be converted into one (1) share of common stock of the Parent Corporation.

MAR-20-2008 THU 10:43 AM

FAX NO.

4. **Articles of Incorporation.** The Articles of Incorporation of the Parent Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

5. **Bylaws.** The Bylaws of the Parent Corporation shall continue to be the Bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of the Parent Corporation on the effective date of the merger shall continue as the directors and officers of the Parent Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Rights of Dissenting Shareholders.** Pursuant to Fla. Stat. § 607.1104(1)(b)4, shareholders of the Subsidiary Corporation, if any, who, except for the applicability of the provisions of Fla. Stat. § 607.1104, would be entitled to vote and to dissent from the merger may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

8. **Waiver.** The Parent Corporation, being the holder and owner of all shares of stock of the Subsidiary Corporation, hereby acknowledges its acceptance of this Plan of Merger, and hereby waives the mailing requirements as set forth in Section 607.1104(2) of the Florida Statutes.

9. **Effective Date of Merger.** The effective date of this merger shall be the date when the Articles of Merger are filed with the Florida Department of State or the date when any requirements imposed upon the surviving corporation by the laws of its jurisdiction are met, whichever is later.

IN WITNESS HEREOF, the undersigned have hereunto set their hands and the seals of the respective corporations effective the date and year first above written.

Signed, Sealed and Delivered in the Presence of:

CARMA (COLORADO), INC., a Nevada Corporation

*Vickie Patricia*  
VICKIE PATRICIO  
Printed name of first witness

By: *Alan Norris*  
Alan Norris, President

*Karen Leeds*  
Karen Leeds  
Printed name of second witness

(Affix Seal)

*Vickie Patricia*  
VICKIE PATRICIO  
Printed name of first witness

NU-WEST FLORIDA, INC.

By: *Alan Norris* its *Pre*

(Affix Seal)