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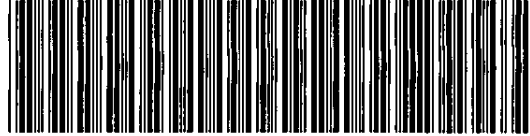
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DIVISION OF CORPORATIONS
2016 JUN 24 PM 2:04

JUN 29 2016
C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: World Wide Child Care Corp.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Alan P. Fraade, Esq.

Contact Person

The Mintz Fraade Law Firm, P.C.

Firm/Company

271 Madison Avenue, 12th Floor

Address

New York, New York 10016

City/State and Zip Code

apf@mintzfraade.com

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

For further information concerning this matter, please call:

Alan P. Fraade

Name of Contact Person

At (212) 486-2500

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

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STATE OF FLORIDA
ARTICLES OF MERGER OF DOMESTIC CORPORATION
INTO FOREIGN CORPORATION

2016 JUN 24 PM 2:04

Pursuant to Section 607.1105, Florida Statutes, of the Florida Business Corporations Act, the undersigned corporation executed the following Articles of Merger:

FIRST: The name of the surviving corporation is World Wide Child Care, Corp., a Delaware corporation.

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SECOND: The name of the corporation being merged into this surviving corporation is Children of America, Inc., a Florida corporation.

P98000056129

THIRD: The Plan of Merger is attached as Exhibit "A".

FOURTH: The merger shall become effective on June 15, 2016.

FIFTH: Adoption of Merger by Surviving Corporation. The Plan of Merger was adopted by the Board of Directors and the Stockholders of the surviving corporation, World Wide Child Care, Corp., on April 27, 2016.

SIXTH: Adoption of Merger by Merging Corporation. The Plan of Merger was adopted by the Board of Directors and the Shareholders of the merging corporation, Children of America, Inc., on April 27, 2016.

SEVENTH:

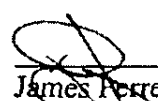
WORLD WIDE CHILD CARE, CORP.

CHILDREN OF AMERICA, INC.

By:


James Perretty, President

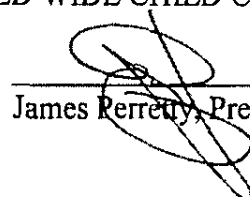
By:


James Perretty, CEO

IN WITNESS WHEREOF, said surviving corporation has caused these Articles of Merger to be signed by an authorized officer, the 27th day of April, 2016.

WORLD WIDE CHILD CARE CORP.

By:


James Perretty, President

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2016 JUN 24 PM 2:04

AGREEMENT AND PLAN OF MERGER
BETWEEN A DELAWARE CORPORATION
AND A FLORIDA CORPORATION

Now as of the 27th day of April, 2016, Children of America, Inc., a Florida corporation, ("COA") and World Wide Child Care Corp., a Delaware corporation, ("WWCC") pursuant to Section 607.1107 of the Florida Business Corporations Act ("FBCA") and Section 252 of Title 8 of the General Corporation Law of the State of Delaware ("DGCL"), have entered into the following Agreement and Plan of Merger (this "Agreement").

WITNESSETH:

WHEREAS, WWCC is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on February 17, 1995; and

WHEREAS, COA is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, this merger is permitted by the State of Delaware, in which WWCC is incorporated and WWCC has complied with the laws of Delaware effecting such merger. Further, this merger is permitted by the State of Florida, in which COA is incorporated and COA has complied with the laws of Florida effecting such merger; and

WHEREAS, the respective Boards of Directors of the foregoing named corporations deem it advisable that COA be merged into WWCC on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware and the State of Florida, respectively.

NOW, THEREFORE, the corporations, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: Each of the foregoing recitals is incorporated by reference herein and made a part hereof.

SECOND: COA shall be and hereby is merged into WWCC, and WWCC shall be the surviving corporation.

THIRD: WWCC, the surviving corporation, has complied with Section 607.1105 of the FBCA by the shareholders, subsequent to approval of this Agreement, delivering to the

Department of the State of Florida for filing Articles of Merger. The Florida Articles of Merger are attached hereto as Exhibit "A".

FOURTH: The Delaware Certificate of Merger is attached hereto as Exhibit "B".

FIFTH: The Board of Directors of each of COA and WWCC have adopted a resolution and approved this Agreement and declaring its advisability. The Resolutions are attached hereto as Exhibit "C".

SIXTH: The Certificate of Incorporation of WWCC, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

SEVENTH: After adoption of this Agreement, the Board of Directors of COA shall recommend this Agreement and communicate the basis for its determination to its shareholders. A copy of the: (1) Notice of Meeting of Shareholders required pursuant to Section 607.1103(4) and Section 607.0705 of the FBCA is attached hereto as Exhibit "D", ("Notice of Meeting") or, alternatively, written waivers of notice of shareholders pursuant to Section 607.0706 of the FBCA have been received by the subject corporations. The notice contains the following:

(a) That the purpose, or one of the purposes, of the meeting was to consider the plan of merger; and

(b) A copy or summary of the plan; and

(c) A clear and concise statement that, if this Agreement is effected, shareholders dissenting therefrom may be entitled, if they comply with the provisions of Florida Statutes, Chapter 607, regarding appraisal rights, to be paid the fair value of their shares, and said notice was accompanied by a copy of Sections 607.1301 ("Appraisal Rights"), 607.1302 ("Appraisal notice and form"), and 607.1333 ("Limitation on corporate payment") of the FBCA.

(d) Neither the Articles of Incorporation, nor the Board of Directors have required a greater vote, and there is only one class of shares authorized under the articles of incorporation, and the vote on the plan has been approved by a majority of all the votes entitled to vote.

EIGHTH: After adoption of this Agreement, the Board of Directors of WWCC shall recommend this Agreement and communicate the basis for its determination to its shareholders. A copy of the (1) Notice of Merger and Appraisal Rights required pursuant to Sections 251(c) and (d) and 262(d)(2) of title 8 of the DGCL is attached hereto as Exhibit "E". The notice contains the following:

(a) Due notice of the time, place and purpose of the meeting shall be mailed to each holder of stock, whether voting or nonvoting, of the corporation at the stockholder's address as it appears on the records of the corporation, at least 20 days prior to the date of the meeting.

(b) The notice shall contain a copy of the agreement or a brief summary thereof, as the directors shall deem advisable. At the meeting, the agreement shall be considered and a vote taken for its adoption or rejection. If a majority of the outstanding stock of the corporation entitled to vote thereon shall be voted for the adoption of the agreement, that fact shall be certified on the agreement by the secretary or assistant secretary of the corporation, provided that such certification on the agreement shall not be required if a Certificate of Merger or Consolidation is filed in lieu of filing the agreement. If the agreement shall be so adopted and certified by each constituent corporation, it shall then be filed and shall become effective, in accordance with § 103 of this title.

NINTH: There shall be required for the approval of this Agreement by the shareholders of each of the constituent corporations the vote of a majority of the outstanding stock. A copy of the approval of the majority of the shareholders owning outstanding stock is attached hereto as Exhibit "F".

TENTH: The Plan of Merger may be abandoned without shareholder approval after the merger has been authorized, at any time prior to the filing of Articles of Merger by any corporation party to the merger, without further shareholder action, in the manner determined by the board of directors of such corporation.

ELEVENTH: The manner of converting the outstanding shares of each of the constituent corporations shall be as follows:

A. Each of the 13,315,152 outstanding shares in COA which comprise WWCC's 79.504% ownership in COA prior to the merger shall be cancelled upon the effective time of the merger, and immediately after the merger, the shareholders of WWCC who prior to the merger owned 18,214,286 shares in WWCC which comprised sixty-three and two hundred three thousandths (63.203%) percent of the outstanding shares in WWCC shall continue to own 18,214,286 shares in WWCC after the merger, which shall comprise seventy-one and twenty nine thousandths (71.029%) percent of the outstanding shares in WWCC after the merger.

B. Each of the 3,432,600 shares in COA owned by those shareholders identified in Exhibit "G" hereto (referred to collectively herein as the "20.496% Shareholders") prior to the merger shall exchange their shares in COA for shares in WWCC at an exchange rate of 2.164246 shares of WWCC for each one (1) share in COA, such that the 20.496% Shareholders shall receive a total of 7,428,992 shares in WWCC which shall comprise twenty-eight and nine hundred seventy-one thousandths (28.971%) percent of the outstanding

shares in WWCC after the merger, and all of the 3,432,600 shares in COA exchanged by the 20.496% Shareholders for WWCC shares shall be cancelled.

C. Each of the 10,604,251 shares in WWCC owned by those shareholders identified in Exhibit "H" hereto (referred to collectively herein as the "Non-U.S. Shareholders") which comprise the Non-U.S. Shareholders' thirty-six and seven hundred ninety-seven thousandths (36.797%) percent stock ownership in WWCC prior to the merger shall be exchanged for a total of 10,604,251 units in Children Fun Holdings, LLC ("CFH LLC"), a Florida limited liability company, at the exchange rate of one (1) unit in CFH LLC for one (1) share in WWCC, such that immediately after the merger the Non-U.S. Shareholders' will not own any shares in WWCC and all of the 10,604,251 shares exchanged by them for the 10,604,251 interests in CFH LLC shall be cancelled upon the effective time of the merger.

TWELFTH: Upon the merger becoming effective, WWCC shall appoint the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of COA.

THIRTEENTH: Upon the merger becoming effective, WWCC agrees that it will promptly pay to the dissenting shareholders of COA the amount, if any, to which they are entitled to under Section 607.1302 of the FBCA.

FOURTEENTH: The terms and conditions of the merger shall be as contained herein.

FIFTEENTH: The mode of carrying the terms and conditions of the merger into effect shall be as contained herein.

SIXTEENTH: The effect of the merger is to be governed by the laws of Delaware and shall be as in the case of the merger of domestic Florida corporations except insofar as the laws of such other state provide otherwise.

SEVENTEENTH: Pursuant to Section 251(d) of title 8 of the DGCL, the Plan of Merger may be terminated without shareholder approval after the merger has been authorized, at any time prior to the filing of Articles of Merger by any corporation party to the merger, without further shareholder action, in the manner determined by the Board of Directors of such corporation.

EIGHTEENTH: For federal income tax purposes, the merger of COA into WWCC will be treated as a statutory merger pursuant to Code Section 368(a)(1)(A).

NINETEENTH: This merger shall become effective upon filing on June 15, 2016.

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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement to be executed by an authorized officer of each party hereto.

CHILDREN OF AMERICA, INC.

By: 

Authorized Officer

Name: James Perretty

Title: Chief Executive Officer

WORLD WIDE CHILD CARE CORP.

By: 

Authorized Officer

Name: James Perretty

Title: President

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DIVISION OF CORPORATION

2016 JUN 24 PM 2: 04

I, Anthony Pryor, Secretary of Children of America Corp., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Children of America Corp., a corporation of the State of Delaware, a majority of the stockholders of Children of America Corp., entitled to vote thereon have voted for the adoption of this Agreement of Merger and manifested their approval without a meeting, without prior notice and without a vote through written consent pursuant to Section 228 of the General Corporation Law of the State of Delaware, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said International Child Care Marketing Corp., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Children of America Corp. on this 27th day of April, 2016.

By:



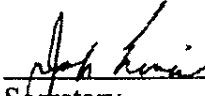
Secretary

Name: Anthony Pryor

2016 JUN 24 PM 2:04

I, Joshua Lemin, Secretary of Worldwide Child Care Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Worldwide Child Care Corp., a corporation of the State of Delaware, a majority of the stockholders of Worldwide Child Care Corp., entitled to vote thereon have voted for the adoption of this Agreement of Merger and manifested their approval without a meeting, without prior notice and without a vote through written consent pursuant to Section 228 of the General Corporation Law of the State of Delaware, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Worldwide Child Care Corp., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Worldwide Child Care Corp. on this 27th day of April, 2016.

By: 
Secretary
Name: Joshua Lemin