

F74514

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

TBrawn 1-24-12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Great Eastern Sun Trading Company, Inc. 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

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: Great Eastern Sun Trading Company, Inc. – Reference # F74514

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

SC/rt
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 9, 2012

SCOTT CARTER
CARTER AND KROPLENICKI, PA
181 CHARLOTTE ST
ASHEVILLE, NC 28801

SUBJECT: GREAT EASTERN SUN TRADING COMPANY, INC.
Ref. Number: F74514

We have received your document for GREAT EASTERN SUN TRADING COMPANY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the agreement, plan and reorganization as referred to in your document.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 612A00000450

ARTICLES OF MERGER
(Profit Corporations)

FILED
2012 JAN 23 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Great Eastern Sun Trading</u> <u>Company, Inc. NC</u>	<u>North Carolina</u>	<u>1231256 (NC)</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Great Eastern Sun Trading</u>	<u>Florida</u>	<u>F74514</u>
<u>Company, Inc.</u>		

Third: The Plan of Merger is attached.

✓ Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 03 / 03 / 2012 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 29, 2011.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 29, 2011.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

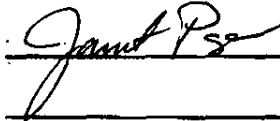
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Great Eastern Sun Trading
Company, Inc. NC



Janet Paige, President

Great Eastern Sun Trading
Company, Inc.



Janet Paige, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Great Eastern Sun Trading
Company, Inc. NC

North Carolina

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Great Eastern Sun Trading

Florida

Company, Inc.

Third: The terms and conditions of the merger are as follows:

To become effective upon approval of sole shareholder of both merging and surviving companies, which occurred on November 29, 2011) as set forth in Agreement of Merger and Plan of Merger and Reorganization attached.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1,000 ~~4,000~~ shares of Great Eastern Sun Trading Company, Inc. shall be converted into and exchanged for one share of Great Eastern Sun Trading Company, Inc. NC.

(Attach additional sheets if necessary)

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

Agreement of Merger and Plan of Reorganization dated November 29, 2011 by and between GREAT EASTERN SUN TRADING COMPANY, INC., a Florida corporation (hereinafter called "GES") and GREAT EASTERN SUN TRADING COMPANY, INC. NC, a North Carolina corporation (hereinafter called "GES-NC");

WHEREAS the Boards of Directors of GES and GES-NC have resolved that GES be merged into a single corporation existing under the laws of the State of North Carolina, to wit, GES-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 GES consists of 1,000,000 shares of Common Stock with no par value (hereinafter called "GES Common Stock"), of which 1,000,000 shares are issued and outstanding; that the authorized capital stock of GES-NC consists of 100,000 shares of Common Stock with no par value (hereinafter called "GES-NC Common Stock"), one of which is issued and outstanding; and the respective Boards of Directors of GES and GES-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 GES 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, GES-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 GES Stockholders' Meeting. GES 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 GES as Sole Stockholder of GES-NC. On or before December 31, 2011, GES as the sole stockholder of GES-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 GES in accordance with the law of Florida, (b) this Agreement has been adopted by GES as the sole stockholder of GES-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 GES shall cease, and GES shall be merged into GES-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 GES and all and singular, the rights, privileges, powers, and franchises of GES, and all property, real, personal and mixed, and all debts due to GES on whatever account, as well for stock subscriptions and all other things in action or belonging to GES, 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 GES, 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 GES, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of GES shall be preserved unimpaired, and all debts, liabilities and duties of GES 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 GES or the corresponding officers of the Surviving Corporation, may, in the name of GES, 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 GES'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 Great Eastern Sun Trading Company, Inc..

2.2 Certificate of Incorporation. The Certificate of Incorporation of GES-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 GES-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 GES and the nature and amount of securities of GES-NC which the holders of shares of GES Common Stock are to receive in exchange for such shares are as follows:

3.1 GES Common Stock. Each 1,000 shares of GES 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 GES-NC Common Stock, and outstanding certificates representing shares of GES Common Stock shall thereafter represent shares of GES-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.

3.2 GES-NC Common Stock Held by GES. All issued and outstanding shares of GES-NC Common Stock held by GES immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous

4.1. This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of GES, if the Board of Directors of GES or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Great Eastern Sun Trading Company, Inc. and Great Eastern Sun Trading Company, Inc. NC, Inc. all on the date first above written.

GREAT EASTERN SUN TRADING
COMPANY, INC.

BY: _____

President

GREAT EASTERN SUN TRADING
COMPANY, INC. NC

BY: _____

President