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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2007 DEC 14 AM 9:38

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(1921-2007)

December 12, 2007

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Camp Pinewood, Inc.**

Dear Sir/Madam:

Enclosed please find the following documents executed in connection with the merger of the above referenced entity into Camp Pinewood NC, Inc., a North Carolina Corporation:

1. Articles of Merger and Plan of Merger (Non subsidiary)
2. Filing fee in the amount of \$70.00

If everything is in order, please file the Articles of Merger and return copies to me in the enclosed envelope. If you require any additional information, please do not hesitate to contact me.

Thank you for your assistance with this matter.

Very truly yours,

ROBERTS & STEVENS, P.A.

David L. English

DLE/mmv  
Enclosures

cc: Mr. Ronald Levine

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
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DIVISION OF CORPORATIONS  
2007 DEC 14 AM 9:38

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)
Camp Pinewood NC, Inc.	North Carolina	997408

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Camp Pinewood, Inc.	Florida	

**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** 12 / 31 / 2007 (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 August 1, 2007.

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 August 1, 2007.

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

Camp Pinewood NC, Inc.

Ronald Levine

Ronald Levine, President

Camp Pinewood, Inc.

Ronald Levine

Ronald Levine, President

\_\_\_\_\_

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## **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

Camp Pinewood NC, Inc.

North Carolina

**Second:** The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Camp Pinewood, Inc.

Florida

\_\_\_\_\_

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

See Attached  
Plan of Merger

**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:

See Attached  
Plan of Merger

*(Attach additional sheets if necessary)*

**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:

## **PLAN OF MERGER AND REORGANIZATION**

This Plan of Merger and Reorganization (the "Plan") is dated as of the   7   day of August, 2007 by and between Camp Pinewood NC, Inc., a North Carolina corporation ("Pinewood NC") and Camp Pinewood, Inc., a Florida corporation ("Pinewood FL"), Pinewood NC and Pinewood FL hereinafter collectively referred to as the "Constituent Corporations."

### **WITNESSETH:**

WHEREAS, the respective Boards of Directors and the Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of each such corporation that Pinewood FL be merged with and into Pinewood NC (the "Merger") in the manner contemplated herein; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations have adopted resolutions approving this Plan and have directed the Board of Directors and/or officers of the Constituent Corporations, subject to the satisfaction of the terms and conditions herein, to take all steps necessary or appropriate in order to make the Merger effective as provided for in this Plan;

NOW, THEREFORE, in consideration of the premises and mutual covenants and agreements contained herein, and for the purpose of stating the terms and conditions of the Merger, the mode of carrying same into effect, and for such other matters and provisions as are deemed desirable, the Constituent Corporations have agreed, and do hereby agree subject to the terms and conditions herein set forth as follows:

### **ARTICLE I**

The names of the constituent corporations are Pinewood NC, a North Carolina corporation and Pinewood FL, a North Carolina corporation. Pinewood NC, a North Carolina corporation, will be the surviving corporation. The names of the Constituent Corporations have not been changed.

### **ARTICLE II**

In accordance with the provisions of the North Carolina Business Corporation Act of the State of North Carolina, Pinewood FL (the "Merging Corporation") shall be merged with and into Pinewood NC, (the "Surviving Corporation").

### **ARTICLE III**

The Merger shall become effective upon the filing of a Certificate of Merger with the Secretary of State of the State of North Carolina pursuant to Chapter 55 of the North Carolina Business Corporation Act of the State of North Carolina.

#### ARTICLE IV

The shares of the Surviving Corporation outstanding on the Effective Date shall not be converted nor altered in any manner as a result of the Merger and shall remain outstanding as shares of the Surviving Corporation. Each outstanding share of the Merging Company shall be converted into and exchanged for one (1) share of the Surviving Corporation. Each holder of a certificate or certificates representing outstanding shares of the Merging Corporation shall surrender the same to that corporation on or before the Effective Date, and the Merging Corporation shall thereupon deliver said certificate or certificates to the Surviving Corporation. Each such holder shall be entitled to receive in exchange therefore a certificate or certificates representing the number of shares of the Surviving Corporation to which he is entitled under this Plan.

#### ARTICLE V

The Articles of Incorporation of Pinewood NC in effect at the effective time shall be and remain the Articles of Incorporation of the Surviving Corporation until amended as provided by law.

The Bylaws of Pinewood NC at the effective time shall be and remain the Bylaws of the Surviving Corporation until amended as provided by law. The Board of Directors of Pinewood NC on the effective date shall continue to be the Board of Directors of the Surviving Corporation until their successors are elected and qualified.

#### ARTICLE VI

Except as herein specifically set forth, the identity, existence, purposes, powers, objects, privileges, rights and immunities of Pinewood NC shall continue unaffected and unimpaired by the Merger and the corporate franchises, existence, rights, assets and liabilities of Pinewood FL shall be merged into Pinewood NC and Pinewood NC shall, as the Surviving Corporation, be fully vested therewith. At the effective time, the separate existence of Pinewood FL shall cease and in accordance with the terms of this Plan, the Surviving Corporation shall possess all the rights, privileges, powers and assets and be subject to all of the restrictions, disabilities, liabilities and duties of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, and all other things in action and all and every other interest of or belonging to or due to each of such corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, and powers and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title of any real estate or interest therein, vested by deed or otherwise in either of such corporations, shall not refer to or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the Constituent Corporations and any claim existing or action or proceeding pending by or against either of said Constituent Corporations may be prosecuted against the Surviving Corporation as if the Merger had not taken place. Neither the rights of creditors nor any liens upon the property of either of



the Constituent Corporations shall be impaired by the Merger, and all debts, liabilities and duties of each of said Constituent Corporations 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.

#### ARTICLE VII

From time to time, as and when requested by the Surviving Corporation, or by its successors or assigns, Pinewood FL shall execute and deliver or cause to be executed and delivered all such other instruments, and shall take or cause to be taken all such further or other actions, as the Surviving Corporation, or its successors or assigns may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation and its successors and assigns, title and possession of all of the property, rights, privileges and powers referred to in the previous Articles and otherwise to carry out the intent and purposes of this Plan.

#### ARTICLE VIII

The parties hereto intend that the Merger be consummated in accordance with and constitute a reorganization under § 368(a)(1)(A) of the Internal Revenue Code of 1986 as amended, and the parties are directed to take all necessary and appropriate actions to accomplish such intentions.

IN WITNESS WHEREOF, the undersigned have signed this Plan of Merger and Reorganization as of the 1 day of August, 2007.

Camp Pinewood NC, Inc., a North Carolina corporation

By:

Ronald Levine  
Ronald Levine, President

Camp Pinewood, Inc., a Florida corporation

By:

Ronald Levine  
Ronald Levine, President

State of North Carolina  
Department of the Secretary of State

ARTICLES OF MERGER  
OF  
CAMP PINEWOOD, INC. (a Florida Corporation)  
INTO  
CAMP PINEWOOD NC, INC., (a North Carolina Corporation)


Pursuant to North Carolina General Statutes Section 55-11-04, the undersigned surviving corporation does hereby submit the following Articles of Merger as the surviving business entity in a merger between two business corporations.

1. The name of the surviving corporation is Camp Pinewood NC, Inc., a corporation organized under the laws of North Carolina (the "Surviving Corporation").
2. The name of the merging corporation is Camp Pinewood, Inc., a corporation organized under the laws of the State of Florida (the "Merging Corporation").
3. Attached is a copy of the Plan of Merger that was duly approved by the Boards of Directors of the Surviving Corporation and Merging Corporation in the manner required by Chapter 55 of the North Carolina General Statutes.
4. The merger of the Merging Corporation and the Surviving Corporation will be effective pursuant to the terms and conditions of the Plan of Merger. Upon the merger becoming effective, the corporate existence of the Merging Corporation shall cease, and the corporate existence of the Surviving Corporation shall continue.
5. The Merging Corporation and the Surviving Corporation have shareholders, who have unanimously approved the Plan of Merger. The Board of Directors of each of the Merging Corporation and the Surviving Corporation has approved the Plan of Merger. There are no other persons who are required to consent to the merger.
6. The time when the merger becomes effective shall be the date and time these Articles of Merger are filed by the North Carolina Secretary of State.

This the 1 day of August, 2007.

CAMP PINEWOOD NC, INC.

By: \_\_\_\_\_

  
Ronald Levine, President