

L13000 116536

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

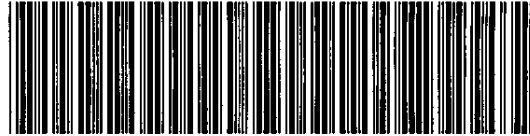
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

9/17/16
AR must be filed

Office Use Only



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08/29/16--01061--014 **83.75

Merger
SEP 22 2015
R. WHITE

FILED
16 SEP 19 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FL 32310



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 12, 2016

ROBERT DIENER
41 ULUA PLACE
HAIKU, HI 96708

SUBJECT: AMG RENEWABLES, LLC
Ref. Number: L13000116536

We have received your document for AMG RENEWABLES, LLC and your check(s) totaling \$83.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Also, there was a file 2nd merger involving the survivor of this merger. I am holding on to it until the annual report is filed for P12000041579 and the 1st merger is able to be processed.

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) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 616A00019366

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AMG Renewables, LLC, a Florida limited liability company

Name of Surviving Party

Please return all correspondence concerning this matter to:

Robert Diener

Contact Person

Law Offices of Robert Diener

Firm/Company

41 Ulua Place

Address

Haiku, HI 96708

City, State and Zip Code

rob@rdienerlaw.com

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

For further information concerning this matter, please call:

Robert Diener

at (808) 573-6163

Name of Contact Person

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

FILED

16 SEP 19 AM 9:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
AMG Energy Solutions, Inc.	Florida	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
AMG Renewables, LLC	Florida	Limited Liability Company
_____	_____	_____

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

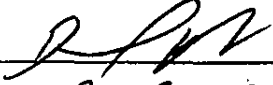

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints 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 each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
AMG Energy Solutions, Inc.		Daniel de Liege
AMG Renewables, LLC		Daniel de Liege

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
AMG Energy Solutions, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
AMG Renewables, LLC	Florida	Limited Liability Company

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

At the Effective Time, Alliance BioEnergy Plus, Inc., the parent company of AMG Renewables, shall

issue an aggregate of 8,700,000 shares of Alliance BioEnergy Plus, Inc. common stock (the "Merger

Consideration") to the shareholders of AMG Energy Solutions. Each share of AMG Energy Solutions

common stock will be automatically converted into a pro-rata share of the Merger Consideration

Upon completion of the merger, AMG Energy Solutions, Inc. shall cease existence.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

At the Effective Time, Alliance BioEnergy Plus, Inc., the parent company of AMG Renewables, shall

issue an aggregate of 8,700,000 shares of Alliance BioEnergy Plus, Inc. common stock (the "Merger

Consideration") to the shareholders of AMG Energy Solutions. Each share of AMG Energy Solutions

common stock will be automatically converted into a pro-rata share of the Merger Consideration

Upon completion of the merger, AMG Energy Solutions, Inc. shall cease existence.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

No such rights to acquire any such interests exist.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

n/a

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Daniel de Liege, 400 N. Congress Ave., Suite 130, West Palm Beach, FL 33401

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

None

(Attach additional sheet if necessary)

ROBERT L. B. DIENER

Attorney at Law

41 Ulua Place

Haiku, HI 96708

(808) 573-6163 Fax: (310) 362-8887

rob@rdienerlaw.com

August 24, 2016

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

Re: 1) Merger of AMG Energy Solutions, Inc. into AMG Renewables, LLC
2) Merger of AMG Renewables, LLC into AMG Energy Group, LLC

Ladies and Gentlemen:

Attached are Articles of Merger for the two above-indicated transactions for filing with the Department of State. Please note that the Articles of Merger for transaction #1 (as indicated above) must be filed prior to the Articles of Merger for transaction #2. Please return to me a certified copy of each filed document.

Also enclosed are two checks to cover the fees for these filings as follows:

1) Merger of AMG Energy Solutions, Inc. into AMG Renewables, LLC:

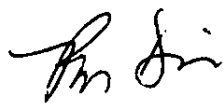
Filing Fees (2 Parties)	\$75.00
Certified copy	\$ 8.75
Total	\$83.75

2) Merger of AMG Renewables, LLC into AMG Energy Group, LLC:

Filing Fees (2 LLC's)	\$50.00
Certified Copy	\$30.00
Total	\$80.00

Please feel free to contact me if there are any questions relative to this.

Sincerely,

A handwritten signature in cursive script, appearing to read "R. Diener".

ROBERT DIENER