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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

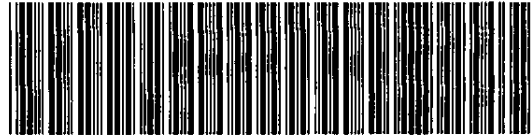
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Certified Copies _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Meager
SJ

11-8-10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: City of Imagination Inc.
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Michael Faehner
(Contact Person)

M. Faehner Esq. LLC
(Firm/Company)

2380 Draw St. Suite 4
(Address)

Clearwater, FL 33765
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Faehner At (727) 443-5190
(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

Michael J. Faehner
J.D., LL.M. (Tax), Esquire

M. Faehner

Esq.

2380 Drew Street, Suite 4
Clearwater, Florida 33765

(727) 443-5190 Tel
(727) 474-9949 Fax
mfachner@mfachner.com

November 3, 2010

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: GULFPORT ARTS CENTER, INC.
Reference Number: N09000004919

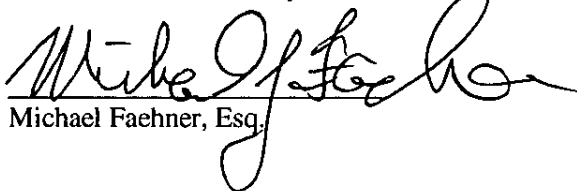
Dear Sirs:

Thank you for your letter of October 21, 2010 in response to our Filing for GULFPORT ARTS CENTER, INC. and CITY OF IMAGINATION, INC. merger. Please consider this letter and the addendums in this packet as our response to your request for further information.

Enclosed you will find the following information:

- Copy of your letter of October 21, 2010
- Original signature pages

If you have any questions or are in need of any additional information, please do not hesitate to contact me. Thanks for your consideration and look forward to working with you on this project.



Michael Faehner, Esq.

Mjf/mjf

EXHIBIT 1(c)

FILED
2010 NOV -8 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER FOR FLORIDA NOT FOR PROFIT CORPORATION

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 617.1101, Florida Statutes.

FIRST: The exact name form/entity type and jurisdiction of the merging corporation is as follows:

Name of Entity	Jurisdiction	Document #
GULFPORT ARTS CENTER , INC.	Florida	N09000004919

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

Name of Entity	Jurisdiction	Document #
CITY OF IMAGINATION, INC.	Florida	N02000007717

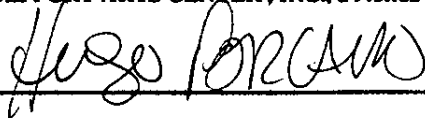
THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on October 10, 2010.

FIFTH: The merger was approved by the members and directors of the merging corporation on April 8, 2010 and by the members and directors of the surviving corporation on April 18, 2010 and the number of votes cast were sufficient for approval.

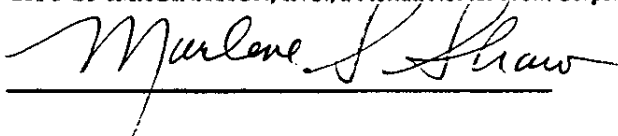
IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by an authorized officer, the 20th day of September, 2010.

GULFPORT ARTS CENTER , INC., a Florida Not for Profit Corporation



By: Hugo Porcardo as its President

CITY OF IMAGINATION, INC., a Florida Not for Profit Corporation



By: Marlene Shaw as its President

Exhibit A – Plan of Merger

**PLAN OF MERGER OF GULFPORT ARTS CENTER , INC., a Florida Not For Profit Corporation, Into
CITY OF IMAGINATION, INC., a Florida Not For Profit Corporation**

The following plan of merger ("Plan of Merger") is hereby established in accordance with Florida Business Corporation Act.

1. Name of Corporations. The names of the corporations which are parties to this Plan of Merger are **GULFPORT ARTS CENTER, INC.**, a Florida Not For Profit Corporation ("GAC") which shall merge into **CITY OF IMAGINATION, INC.**, a Florida Not For Profit Corporation ("COI"). The corporation to survive the merger is **CITY OF IMAGINATION, INC.**, which shall continue under the name **CITY OF IMAGINATION, INC.**, a Florida Not For Profit Corporation.

2. Terms and Conditions of Merger.

(A) Directors. The directors of COI shall continue to hold office as the directors of the Surviving Corporation until the first annual meeting of the shareholders of the Surviving Corporation when their respective successor(s) are elected or appointed in the manner provided in the Bylaws of the Surviving Corporation.

(B) Board of Directors' Meeting. The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the effective date of the merger.

(C) Continuation of Officers. Upon the effective date of merger, all persons who are executive or administrative officers of GAC, shall resign and the officers set forth in paragraph 2(D) shall be the officers of the Surviving Corporation subject to the Bylaws of the Surviving Corporation. The Board of Directors or the president of the Surviving Corporation may elect or appoint such additional officers as they may deem necessary, subject to the Bylaws of the Surviving Corporation.

(D) Names of Officers. The officers and directors of the Surviving Corporation who will continue to serve, are as follows:

President-Marlene Shaw

Vice President/Treasurer-William Shepherd

(E) Effective Date of Merger.

(1) The Plan of Merger shall be submitted to the respective directors and shareholders of the constituent corporations as may be required by applicable law and the governing corporate documents of the constituent corporations and shall be adopted upon receipt of such vote as is required by applicable law and governing corporate documents.

(2) The Plan of Merger shall be deemed effective at such time as may be permitted by law and instructed by the Board of Directors of the constituent corporations.

(F) Effect of Merger.

(1) Surviving Corporation. The Surviving Corporation, shall, without other transfer, secede to and possess all of the rights, privileges, powers, immunities and franchises, both public and private, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of GAC and all property, both real and personal, and all debts and liabilities due such corporations on whatever account, as well as all other causes of action and items or rights belonging to such corporations which shall be vested in the Surviving Corporation.

(2) Rights of Creditors. All of the rights of creditors and all liens upon any property of GAC shall be preserved, unimpaired, limited to the property effected by such liens at the time of merger, and all debts liabilities and duties of such corporations shall attach to the Surviving Corporation and may be entered against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(3) Delivery of Deeds and Instruments. From time to time, as requested by the Surviving Corporation, or by its successors or assigns, GAC shall execute and deliver or cause to be executed and delivered all deeds and other instruments, and shall take such other actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in the Surviving Corporation, title and possession of all of the property, rights, privileges, powers and franchises referred to in this Plan of Merger.

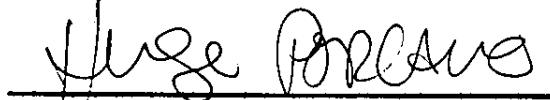
(G) Expenses of Merger. COI shall pay all expenses associated with this Plan of Merger.

3. Articles of Merger.

GAC and COI shall cause their respective corporate officers to execute and file with the appropriate government bodies, Articles of Merger reflecting the Plan of Merger.

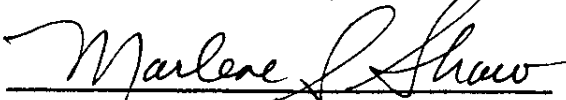
The following acknowledge that the above is a true and correct copy of a Plan of Merger adopted by the board of directors of **GULFPORT ARTS CENTER, INC.**, a Florida Not For Profit Corporation, on April 8 2010 and by the board of directors **CITY OF IMAGINATION, INC.**, a Florida Not For Profit Corporation on April 18, 2010.

GULFPORT ARTS CENTER, INC., a Florida Not for Profit Corporation



By: Hugo Porcardo as its President

CITY OF IMAGINATION, INC., a Florida Not for Profit Corporation



By: Marlene Shaw as its President