

12/27/2010 11:20 FAX 727 464 1818

JOHNSON, POPE, BOKOR

12/30/2009

N10000011758

Florida Department of State Division of Corporations Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000274358 3)))



H100002743583ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS
Account Number : 076666002140
Phone : (727) 461-1818
Fax Number : (727) 441-8617

EXPIRES 12/28/10

2010 DEC 22 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

MERGER OR SHARE EXCHANGE

Agape Iona Lakes, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$78.75

RECEIVED
10 DEC 27 AM 8:00
MAIL ROOM
TALLAHASSEE, FLORIDA

Please backdate to 12/22/10
ADP
12/28/10

JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP
 911 Chestnut Street, P.O. Box 1368
 Clearwater, FL 33757-1368
 Telephone: (727) 461-1818
 Fax: (727) 441-8617

Facsimile Cover Sheet

To: Annette
Company: Florida Department of State, Division of Corp.
Phone: 850-245-6050
Fax: 850-617-6380
 Ranell M. Tinsley
From: Corporate Paralegal
Client Name: Agape Iona Lakes, Inc.
Client/Matter 051328.120307
Number:

Date: December 27, 2010

Pages including this
cover page: 9

Comments:

The attached documents were originally submitted on December 22, 2010 at 11:49 a.m. It would be greatly appreciated if you would back date to this date. Thank you.

Please do not hesitate to contact me at (727) 461-1818, ext. 2153 should you have any questions or require additional information.

The information contained in this transmission may be attorney/client privileged and therefore confidential. This information is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you receive this transmission in error or if you are not the individual or entity named above, the receipt of this transmission is not intended to and does not waive any privilege, attorney/client or otherwise. If you have received this communication in error, please notify us by telephone, collect, and return the original message to us at the above address via U.S. Postal Service. You will be reimbursed for any postage or any other expense associated with the return of this document. Thank you.

12/27/2010 11:20 FAX 727 464 1818

JOHNSON, POPE, BOKOR

OFFICIAL COPY
12-31-10

0003/0009
FILED

2010 DEC 22 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
OF
IONA LAKES ACQUISITION CORPORATION,
a Florida corporation
into
AGAPE IONA LAKES, INC.,
a Florida not for profit corporation

The following articles of merger are submitted in accordance with Sections 617.1105 and 607.1109, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Agape Iona Lakes, Inc. (the "Surviving Corporation")	Florida	N10000011758

SECOND: The name and jurisdiction of the merged corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Iona Lakes Acquisition Corporation (the "Merged Corporation")	Florida	P99000046567

THIRD: The agreement and plan of merger is attached.

FOURTH: The effective date of the Merger shall be December 31, 2010 (the "Effective Date").

FIFTH: The Surviving Corporation has no members. The agreement and plan of merger was adopted by the board of directors of the Surviving Corporation, and executed in accordance with Section 617.1103, Florida Statutes, on December 22, 2010. The number of directors then in office is three (3), and the number of such directors that voted in favor of the agreement and plan of merger is three (3).

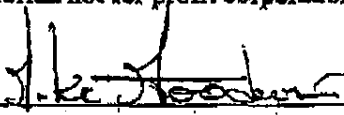
SIXTH: The agreement and plan of merger was adopted by the board of directors and the shareholders of the Merged Corporation, and executed in accordance with Section 607.1103, Florida Statutes, on December 22, 2010.

Prepared by:
William B. Spottswood, Jr., Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street, Clearwater, FL 33756
727.461.1818
Bar No. 073171

Signed this 27th day of December, 2010, and effective as of the Effective Date.

SURVIVING CORPORATION:

AGAPE IONA LAKES, INC.
a Florida not for profit corporation

By: 
Michael R. Goodwin, President

MERGED CORPORATION:

**IONA LAKES ACQUISITION
CORPORATION, a Florida corporation**

By: 
Mark Hiatt, President

#546949 v1 - AGAPE IONA LAKES, INC. Articles of Merger
051328.120307

12/27/2010 11:21 FAX 727 464 1818

JOHNSON, POPE, BOKOR

0005/0009

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, is made and entered into this 22ND day of December, 2010, and shall be effective as of December 31, 2010 (the "Effective Date"), by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

I - SURVIVING CORPORATION

AGAPE IONA LAKES, INC., a Florida not for profit corporation (the "Surviving Corporation").

Date of incorporation: December 21, 2010

II - MERGED CORPORATION

IONA LAKES ACQUISITION CORPORATION, a Florida corporation ("Merged Corporation").

Date of incorporation: May 14, 1999

WITNESSETH:

WHEREAS, the Merged Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Surviving Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the respective Boards of Directors of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors and shareholders of the Merged Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors of the Surviving Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapters 617 and 607 of the Florida Statutes, as amended, that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, and the mode of carrying the same into effect, shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be AGAPE IONA LAKES, INC. The Certificate of Incorporation of the Surviving Corporation shall be and remain the Certificate of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation, adopted on December 22, 2010, shall be the Bylaws of the Surviving Corporation, which shall become effective on the Effective Date of this Merger.

ARTICLE IV
DIRECTORS OF SURVIVING CORPORATION

The Directors of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified under the terms of the Bylaws:

<u>Name:</u>	<u>Position:</u>
Michael R. Goodwin	President
Rick Morales	Secretary / Treasurer
Joanne L. Woodbury	

ARTICLE V
SHAREHOLDERS OF MERGED CORPORATION

The shareholders of the Merged Corporation shall not become members or shareholders of the Surviving Corporation. The shares of stock in the Merged Corporation outstanding prior to the Effective Date shall be cancelled, and the Surviving Corporation shall have no members or shareholders.

ARTICLE VI
APPROVAL OF MERGER BY DIRECTORS OF
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the directors of the Surviving Corporation, as provided by Chapter 617 of the Florida Statutes, on December 22, 2010.

ARTICLE VII
APPROVAL OF MERGER BY SHAREHOLDERS AND DIRECTORS OF
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the shareholders and directors of the Merged Corporation, as provided by Chapter 607 of the Florida Statutes, on December 22, 2010.

ARTICLE VIII
EFFECTIVE DATE OF MERGER


This Merger shall become effective as of December 31, 2010, for tax and accounting purposes and shall become effective for purposes of Chapter 617 of the Florida Statutes on December 31, 2010.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

SURVIVING CORPORATION:

AGAPE IONA LAKES, INC.
a Florida not for profit corporation

By: 
Michael R. Goodwin, President

MERGED CORPORATION:

IONA LAKES ACQUISITION CORPORATION, a Florida corporation

By: 
Mark Hiatt, President