

PO000023235

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.

((H13000060747 3)))



H130000607473ABC

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

RECEIVED

13 MAR 15 PM 3:36

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

From: Account Name : CUMMINGS & LOCKWOOD, LLC
Account Number : 102336001100
Phone : (239) 649-3101
Fax Number : (239) 430-3344

****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
Silver Pelican III, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 MAR 15 AM 8:59

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

Merger

MAR 18 2013

T. LEMIEUX

(H130000607473)

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are being submitted in accordance with the Florida Business Corporations 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>
SILVER PELICAN III, INC.	Florida	P00000023235

SECOND: The name and jurisdiction of the merging corporation:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
SILVER PELICAN IX, INC.	Florida	P03000114064

FILED
 2013 MAR 15 AM 8:59
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

THIRD: The Plan of Merger is attached.

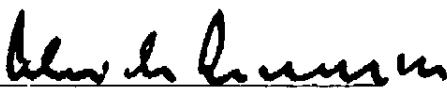
FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on February 20, 2013, and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors of the merging corporation on February 20, 2013 and shareholder approval was not required.

SEVENTH: Signatures for each corporation:

SILVER PELICAN III, INC.

By: 
 ULRICH WITTKOPP
 President

SILVER PELICAN IX, INC.

By: 
 ULRICH WITTKOPP
 President

(H130000607473)

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** ("Agreement") is made and entered into as of the 20th day of February, 2013, by and between **SILVER PELICAN III, INC.**, a Florida corporation (the "**Surviving Corporation**") and **SILVER PELICAN IX, INC.**, a Florida corporation (the "**Absorbed Corporation**"). The Surviving Corporation and the Absorbed Corporation are sometimes referred to herein as the "**Constituent Corporations**."

STIPULATIONS

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 8930 Bay Colony Drive, #1602, Naples, Florida 34108.

B. The Surviving Corporation has authorized 10,000 shares of common stock, of which 1,000 shares are issued and outstanding.

C. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 8930 Bay Colony Drive, #1602, Naples, Florida 34108.

D. The Absorbed Corporation has authorized 10,000 shares of common stock, of which 1,000 shares are issued and outstanding.

E. The board of directors of each of the Constituent Corporations deem it advisable and in the best business interests of the corporations and their shareholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of Florida Statute sections 607.1101 *et. seq.* of the Florida Business Corporation Act (the "**Act**") in order that the transaction qualify as a "**reorganization**" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

F. The boards of directors of the Constituent Corporations have approved the merger on the terms and conditions hereinafter set forth in accordance with the applicable provisions of the laws of the State of Florida which permit such merger.

In consideration of the mutual premises, covenants and agreements herein contained, the Constituent Corporations agree as follows:

ARTICLE I. THE MERGER

Section 1.1. Description of the Merger. As of the Effective Date (as defined in Article V), the Absorbed Corporation shall merge with and into the Surviving Corporation (the "**Merger**") and the Surviving Corporation shall continue as the surviving corporation, subject to the laws of the State of Florida. The Merger shall be pursuant to and shall have the effect provided for in the Act.

(H130000607473)

(H130000607473)

Section 1.2. Effect of the Merger. From and after the Effective Date:

(a) The Surviving Corporation shall become the surviving corporation, and the separate existence of the Absorbed Corporation shall cease;

(b) The Surviving Corporation shall possess all of the rights, privileges and powers, public and private, of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to any Constituent Corporation on whatever account. All interests of, belonging or due to, either of the Constituent Corporations shall thereupon be deemed to be transferred to and vested in the Surviving Corporation without act or deed and no title to any real estate or any interest therein vested in either of the Constituent Corporations shall revert or be in any way impaired by reason of the Merger; and

(c) The Surviving Corporation shall be responsible for all debts, liabilities and obligations of each of the Constituent Corporations and each claim existing and each action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, and the Surviving Corporation may be substituted in the place of such Constituent Corporations. No right of any creditor of either Constituent Corporation and no lien upon the property of either Constituent Corporation shall be impaired by the Merger.

ARTICLE II.**ARTICLES OF INCORPORATION AND BYLAWS**

Section 2.1. Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the Effective Date. Such articles of incorporation shall continue in effect until amended, restated or repealed in accordance with applicable law or the articles of incorporation of the Surviving Corporation. The articles of incorporation of the Absorbed Corporation shall terminate and be of no force or effect as of the Effective Date.

Section 2.2. Bylaws. The bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be its bylaws following the Effective Date. Such bylaws shall continue in effect until amended, restated or repealed in accordance with applicable law, the articles of incorporation or the bylaws of the Surviving Corporation. The bylaws of the Absorbed Corporation shall terminate and be of no force or effect as of the Effective Date.

ARTICLE III.**DIRECTORS AND OFFICERS**

The directors and officers of the Surviving Corporation immediately after the Effective Date shall continue as the directors and officers of the Surviving Corporation for the terms provided by law or in the bylaws, or until their respective successors are elected or appointed and qualified.

(H130000607473)

3
(H130000607473)

**ARTICLE IV.
MANNER AND BASIS OF CONVERTING SHARES**

The sole shareholder of the Absorbed Corporation is the sole shareholder of the Surviving Corporation. Accordingly, as of the Effective Date, pursuant to this Agreement, all of the shares of common stock of the Absorbed Corporation issued and outstanding on the Effective Date shall be cancelled in lieu of being converted into shares of common stock of the Surviving Corporation.

**ARTICLE V.
EFFECTIVENESS OF MERGER**

If this Agreement is not terminated and abandoned pursuant to the provisions of Article VI, the following actions shall be taken to effect the Merger:

- (i) Articles of Merger shall be executed and filed with the Department of State of the State of Florida in accordance with the Act; and
- (ii) the Constituent Corporations shall do all other acts and things as shall be necessary or desirable to effect the Merger.

The Merger shall become effective upon the filing of Articles of Merger with the Department of State of the State of Florida (the "Effective Date").

**ARTICLE VI.
ABANDONMENT AND AMENDMENT**

Section 6.1. Abandonment. At any time prior to the Effective Date, this Agreement may be abandoned (i) by the board of directors of either Constituent Corporation, or (ii) by the mutual consent of the Constituent Corporations, acting each by its board of directors, notwithstanding approval of this Agreement by the boards of directors or shareholders of the Constituent Corporations. In the event of the abandonment of this Agreement pursuant to the provisions of this Section, this Agreement shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of either of the Constituent Corporations or of its boards of directors or its shareholders.

Section 6.2. Amendment. This Agreement may be amended, modified or supplemented by the boards of directors of the Constituent Corporations at any time prior to the Effective Date; provided that an amendment made following approval of this Agreement by the boards of directors of the Constituent Corporations shall not alter or change (i) the amount or kind of shares of common stock to be received, (ii) any term of the articles of incorporation of the Surviving Corporation to be effected by the Merger, or (iii) any of the terms and conditions of this Agreement if such alteration or change would adversely affect the shareholders of the Constituent Corporations.

(H130000607473)

(H130000607473)

**ARTICLE VII.
FURTHER ASSURANCES**

If, at any time after the Effective Date, the Surviving Corporation or its successors or assigns determines that any documentation, action or things are necessary or desirable to further carry out the purposes of this Agreement or to vest the Surviving Corporation with all right, title and interest in, to and under all of the assets, properties, rights, claims, privileges, immunities, powers, and authority of each of the Constituent Corporations, the officers of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of any Constituent Corporation or otherwise, all such documentation, and to take and do, in the name and on behalf of any Constituent Corporation or otherwise, all such other actions and things.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed by their respective duly authorized personnel all as of the date first written above.

SILVER PELICAN III, INC.

By: 
ULRICH WITTKOPP
President

SILVER PELICAN IX, INC.

By: 
ULRICH WITTKOPP
President