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MERGER OR SHARE EXCHANGE

XTREMESTRUCTURES, INC.

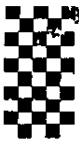
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Florida, NO. 269 Pt. P. 2 state



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November 6, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

XTREMESTRUCTURES, INC.
4801 FEATHER RIVER BOULEVARD
SUITE 17
ORVILLE, CA 95965US

SUBJECT: XTREMESTRUCTURES, INC.
REF: P01000019516

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

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Letter Number: 607A00064668

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
XTREMESTRUCTURES, INC.
a Florida corporation
INTO
XTREMESTRUCTURES, INC.
a Delaware corporation**

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 of the surviving corporation is XtremeStructures, Inc., a Delaware corporation.

SECOND: The name of the corporation being merged into the surviving corporation is XtremeStructures, Inc., a Florida corporation.

THIRD: The Agreement of Merger and Plan of Reorganization is Attached.

FOURTH: The merger shall become effective on the date the Certificate of Merger is filed with the Delaware Secretary of State.

FIFTH: Approval by the shareholders of the surviving corporation was not needed because there are no current shareholders.

SIXTH: The Agreement of Merger and Plan of Reorganization was adopted by the shareholders of the merging corporation on October 17, 2007.

Dated: October 17, 2007.

XtremeStructures, Inc., a Delaware corporation

By: 

Tim Schmidt, CEO

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AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

This Agreement of Merger and Plan of Reorganization (this "Agreement"), is dated October 17, 2007, by and between XtremeStructures, Inc., a Florida corporation ("XtremeStructures Florida"), and XtremeStructures, Inc., a Delaware corporation ("XtremeStructures Delaware," and together with XtremeStructures Florida, the "Constituent Corporations").

WHEREAS:

A. The Boards of Directors of XtremeStructures Florida and XtremeStructures Delaware have resolved that the Constituent Corporations be merged pursuant to the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Act (the "FBCA") into a single corporation existing under the laws of the State of Delaware, namely, XtremeStructures Delaware, which shall be the surviving corporation (in such capacity, the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code (the "Code").

B. The authorized capital stock of XtremeStructures Florida consists of 7,500 shares of Common Stock with a par value of \$1 per share ("XtremeStructures Florida Common Stock"). As of the date hereof, 2,000 shares of XtremeStructures Florida Common Stock have been issued.

C. The authorized capital stock of XtremeStructures Delaware consists of 40,000,000 shares of Common Stock with a par value of \$0.0001 per share (hereinafter called "XtremeStructures Delaware Common Stock") and 17,000,000 shares of Preferred Stock with a par value of \$0.0001 per share (hereinafter called "XtremeStructures Delaware Preferred Stock"). No shares of XtremeStructures Delaware Common Stock or XtremeStructures Delaware Preferred Stock have been issued or are outstanding as of the date hereof.

D. The Boards of Directors of the Constituent Corporations have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, the parties agree in accordance with the DGCL and the OBCA that the Constituent Corporations shall, at the Effective Date (as defined below), be merged (the "Merger") into a single corporation existing under the laws of the State of Delaware, namely, XtremeStructures Delaware, which shall be the Surviving Corporation, on the terms and conditions set forth below.

1. Shareholder Approval; Filings; Effects of Merger

1.1 XtremeStructures Florida Shareholder Approval. XtremeStructures Florida shall obtain approval of the adoption of this Agreement from its shareholders by written consent.

1.2 XtremeStructures Delaware Shareholder Approval. Because there are no shares of XtremeStructures Delaware capital stock issued and outstanding as of the date hereof, XtremeStructures Delaware will not obtain shareholder approval of the adoption of this Agreement.

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1.3 Filing of Articles of Merger; Effective Date. If (a) this Agreement is adopted by the shareholders of XtremeStructures Florida in accordance with the FBCA and (b) this Agreement is not thereafter, and has not heretofore been, terminated or abandoned as permitted by the provisions hereof, then the Certificate of Merger shall be filed and recorded in accordance with the DGCL and Articles of Merger shall be filed in accordance with the FBCA. Such filings shall be made on the same day. The Merger shall become effective upon filing with the State of Delaware, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of XtremeStructures Florida shall cease and the Constituent Corporations shall be merged into XtremeStructures Delaware, possessing all the rights, privileges, powers and franchises as well of a public as of a private nature, and being subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to any of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations shall be vested in XtremeStructures Delaware; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of XtremeStructures Delaware as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of this State, in any of the Constituent Corporations, shall not revert or be in any way impaired by reason of this chapter; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to XtremeStructures Delaware, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of XtremeStructures Florida or the corresponding officers of the Surviving Corporation may, in the name of XtremeStructures Florida, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all XtremeStructures Florida's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; Bylaws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be XtremeStructures, Inc.

2.2 Certificate of Incorporation. The Certificate of Incorporation of XtremeStructures Delaware as in effect immediately before the Effective Date shall continue to be the Certificate of Incorporation of the Surviving Corporation.

2.3 Bylaws. The Bylaws of XtremeStructures Delaware as in effect immediately before the Effective Date shall continue to be the Bylaws of the Surviving Corporation.

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3. Status and Conversion of Securities

The manner of converting the shares of the capital stock of XtremeStructures Florida into shares of the capital stock of the Surviving Corporation is as follows:

3.1 XtremeStructures Florida Common Stock. Each share of XtremeStructures Florida Common Stock that is issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of XtremeStructures Delaware Common Stock, and outstanding certificates representing shares of XtremeStructures Florida Common Stock shall thereafter represent shares of XtremeStructures Delaware Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name and state of incorporation of the Surviving Corporation.

3.2 No Fractional Shares. No fractional share interests of the Surviving Corporation shall be issued. In lieu thereof, each holder of shares of the capital stock of XtremeStructures Florida shall receive from XtremeStructures Delaware an amount of cash per share of equal to the price per share equal to the fair market value as determined by the Board of Directors of XtremeStructures Florida. Any fractional share interests to which a holder would otherwise be entitled shall be aggregated so that no XtremeStructures Florida shareholder shall receive cash in an amount greater than the value of one (1) full share of XtremeStructures Delaware Common Stock or XtremeStructures Delaware Preferred Stock, as applicable.

[Signature Page Follows]

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IN WITNESS WHEREOF, this Agreement has been executed by the Constituent Corporations effective as of the date first above written.

XtremeStructures, Inc., a Florida corporation

By: 

Tim Schmidt, CEO

XtremeStructures, Inc., a Delaware corporation

By: 

Tim Schmidt, CEO

SIGNATURE PAGE TO AGREEMENT OF MERGER AND PLAN OF REORGANIZATION