

PO1000064995

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

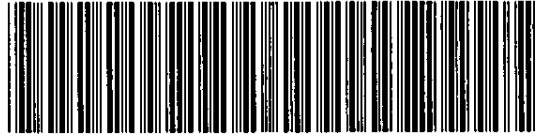
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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400279334294

merger

11/20/15--01007--002 **78.75

FILED
2015 NOV 20 AM 10:20
STATE
TALLAHASSEE, FLORIDA
RECEIVED
DEPARTMENT OF STATE
15 NOV 20 AM 8:38

NOV 23 2015
A RAMSEY

SUNSHINE CORPORATE & FILING SERVICES, INC.

3458 Lakeshore Drive
Tallahassee, Florida 32312
(850) 656-4724

COVER LETTER
DATE: 11-20-15
WALK IN

ENTITY

NAME: CHILDREN'S CHOICE SB
CORPORATION

(NAME AVAILABLE? ☒)

CORRECT FORM? ☒)

PLEASE FILE THE ATTACHED AND RETURN:

☐ PLAIN COPY

☒ CERTIFIED COPY

CHECK # 78.75
AMOUNT: 2092

RECEIVED
SEPARATELY OF 07/11
15 NOV 23 AM 8:49

PLEASE CONTACT TINA AT 850-508-1891 WITH ANY
QUESTIONS OR CORRECTIONS!

THANK YOU!

TINA GOFF, PRESIDENT

SUNSHINE CORPORATE & FILING SERVICES, INC.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CHILDREN'S CHOICE SB CORPORATION

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Gian Brown, Esq.

Contact Person

Holland & Hart LLP

Firm/Company

9555 Hillwood Drive, 2nd Floor

Address

Las Vegas, NV 89134

City/State and Zip Code

gabrown@hollandhart.com

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

For further information concerning this matter, please call:

Gian Brown

Name of Contact Person

At (702)

222-2513

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

ARTICLES OF MERGER

(Profit Corporations)

FILED
2015 NOV 20 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CHILDREN'S CHOICE SB CORPORATION	TEXAS	

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CHILDREN'S CHOICE FLORIDA CORPORATION I	FLORIDA	P01000064995

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.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on

November 5, 2015 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

November 5, 2015 and shareholder approval was not required.

(Attach additional sheets if necessary)

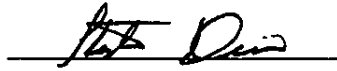
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

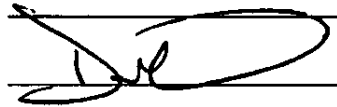
Typed or Printed Name of Individual & Title

Children's Choice
SB Corporation



Stephen Dreier, Director

Children's Choice
Florida Corporation I



David Lissy, CEO

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
CHILDREN'S CHOICE SB CORPORATION	TEXAS

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
CHILDREN'S CHOICE FLORIDA CORPORATION I	FLORIDA

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Because the sole stockholder of Children's Choice Florida Corporation I is Children's Choice SB Corporation, all shares of capital stock of Children's Choice Florida Corporation I that immediately prior to the merger were issued and outstanding will be canceled. The merger will have no effect on the value or number of shares of capital stock of Children's Choice SB Corporation.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: