

P03000005614

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Project ACHIEVE Incorporated
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Andrea W. Dixon
(Contact Person)

Dover Dixon Home PLLC
(Firm/Company)

425 W. Capitol Avenue, Ste. 3700
(Address)

Little Rock, Arkansas 72201
(City/State and Zip Code)

For further information concerning this matter, please call:

Andrea W. Dixon At (501) 375-9151
(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

Ark. - sent



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 25, 2006

ANDREA DIXON
425 W. CAPITOL AVENUE, SUITE 3700
LITTLE ROCK, AR 72201

SUBJECT: PROJECT ACHIEVE INCORPORATED
Ref. Number: P03000005614

We have received your document for PROJECT ACHIEVE INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 406A00005291

RECEIVED
JAN 26 8:00
CORPORATION

ARTICLES OF MERGER

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)
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Project ACHIEVE Incorporated	Arkansas	4720710002
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Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
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Project ACHIEVE Incorporated	Florida	P03000005614
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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 01/12/2006 (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 January 4, 2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 January 4, 2006.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

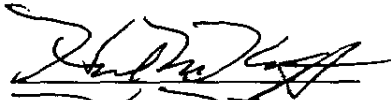
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Project ACHIEVE Incorporated



Howard M. Knoff, President

Project ACHIEVE Incorporated



Howard M. Knoff, President

**AGREEMENT AND PLAN OF MERGER
OF
PROJECT ACHIEVE INCORPORATED
(A Florida Corporation)
INTO
PROJECT ACHIEVE INCORPORATED
(An Arkansas Corporation)**

(a) Merger. Upon the Effective Date as hereinafter defined, Project ACHIEVE Incorporated, a Florida corporation, hereinafter called "Project ACHIEVE - Florida", shall be merged into Project ACHIEVE Incorporated, an Arkansas corporation, hereinafter called "Project ACHIEVE - Arkansas", and the separate existence of Project ACHIEVE - Florida shall cease. Project ACHIEVE - Arkansas, the surviving corporation, shall continue its corporate existence under the laws of Arkansas.

(b) Articles of Incorporation and By-Laws. The existing Articles of Incorporation of Project ACHIEVE - Arkansas shall be the Articles of Incorporation of the surviving corporation following the Effective Date until altered, amended, or repealed in the manner prescribed by law, and the terms and provisions thereof are hereby incorporated in this agreement with the same force and effect as though herein set forth in full. The existing by-laws of Project ACHIEVE - Arkansas shall be the by-laws of the surviving corporation following the Effective Date until altered, amended, or repealed as provided therein.

(c) Officers and Directors. The officers and directors of Project ACHIEVE - Arkansas who hold office on the Effective Date shall continue to hold their respective offices until their respective successors are elected and shall have qualified.

(d) Cancellation and Issuance of Shares. Upon the Effective Date, each issued and outstanding share of common stock of Project ACHIEVE - Florida shall be cancelled, and there shall be issued to the shareholder of Project ACHIEVE - Florida one (1) share of common stock of Project ACHIEVE - Arkansas for each share of common stock of Project ACHIEVE - Florida which is cancelled.

(e) Capitalization of Project ACHIEVE - Arkansas. Project ACHIEVE - Arkansas has authorized capital stock consisting of 10,000 shares of common stock, \$1.00 par value each, of which 50 shares are issued and outstanding.

(f) Capitalization of Project ACHIEVE - Florida. Project ACHIEVE - Florida has authorized capital stock consisting of 10,000,000 shares of common stock, \$0.01 par value each, of which 100 shares are issued and outstanding.

(g) Effective Date. This merger shall become effective as of the date of filing with the Florida Department of State, which date is herein referred to as the "Effective Date."