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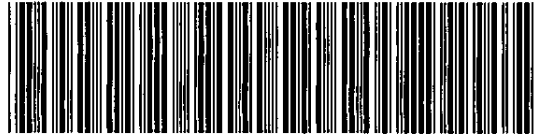
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P05000156880
merger
12/30/08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Olivia's Place, Inc.

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Emily Sharp Rains

(Contact Person)

Rains Law Group, PLLC

(Firm/Company)

3518 Fremont Avenue N, Ste. 382

(Address)

Seattle, Washington 98103

(City/State and Zip Code)

For further information concerning this matter, please call:

Emily Sharp Rains

(Name of Contact Person)

At (206) 283-5593

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 13, 2008

EMILY SHARP RAINS
3518 FREMONT AVENUE N.
SUITE 382
SEATTLE, WA 98103

*per K.G.
doc was in gold ink
see cover sheet*

SUBJECT: OLIVIA'S PLACE INC.
Ref. Number: P05000156880

We have received your document for OLIVIA'S PLACE INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for imaging.

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
Regulatory Specialist II

Letter Number: 408A00057095

ARTICLES OF MERGER

(Profit Corporations)

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)
Olivia's Place, Inc.	Florida	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Educare Learning Group, Inc.	Florida	

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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.

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 06/01/2008.

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 06/01/2008.

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

Olivia's Place, Inc.

Baldwin Sterling

Baldwin Sterling, President & Director

Educare Learning Group, Inc.

Baldwin Sterling

Baldwin Sterling, President & Director

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>
Educare Learning Group, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Olivia's Place, Inc.	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:

Currently, the only asset owned by Educare Learning Group, Inc. is all the outstanding stock in Olivia's Place, Inc.. Educare Learning Group, Inc. has only one class of stock, common stock. All shareholders of Educare Learning Group, Inc. shall receive one share of common stock in Olivia's Place, Inc., which confers all the same rights and benefits as the Educare Learning Group, Inc. common stock, for one share of Educare Learning Group, Inc. common stock (1 to 1 exchange).

(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:

All the Shareholders of the parent corporation shall receive one share of common stock in the subsidiary in exchange for one share of common stock in the parent (1 to 1 exchange)(see additional details above). The subsidiary corporation is the surviving corporation.

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:

1. Olivia's Place, Inc. shall adopt the Educare Learning Group, Inc. bylaws which shall replace the Olivia's Place bylaws.
2. Olivia's Place, Inc. shall be pay in full all Educare Learning Group, Inc. creditors to whom money is owed.
3. Olivia's Place, Inc. shall adopt the 401(k) Profit Sharing Plan sponsored by Educare Learning Group, Inc.
4. Olivia's Place, Inc. shall send notice to the Internal Revenue Service to disclose the adoption and continuation by Olivia's Place, Inc. of the Educare Learning Group, Inc. 401(k) Profit Sharing Plan.
5. Olivia's Place, Inc. shall restate Educare Learning Group, Inc. 401(k) Profit Sharing Plan to rename the Plan Olivia's Place, Inc. 401(k) Profit Sharing Plan and identify Olivia's Place, Inc. as the current plan sponsor.
6. Olivia's Place, Inc. shall send notice to all state and federal municipalities and creditors disclosing the merger between Olivia's Place, Inc. and Educare Learning Group, Inc., in writing.

This transaction is a tax-free reorganization under Internal Revenue Code § 368.