

# P06000064476

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

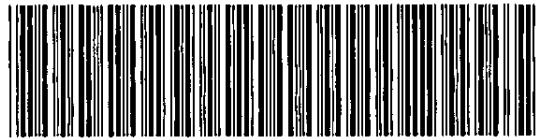
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
16 JAN 27 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Wm*

JAN 28 2016

D CUSHING

# SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive  
Tallahassee, Florida 32312  
(850) 656-4724  
Toll Free: 844-541-6792

DATE: 1-27-16

WALK IN

ENTITY NAME: Children's Choice SB Corporation

**\*\*PLEASE FILE THE ATTACHED AND RETURN:\*\***

☐ Plain Copy  
☒ Certified Copy

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY:\*\***

Document Number: \_\_\_\_\_

\_\_\_\_ Certified Copy of Arts & Amendments

\_\_\_\_ Certificate of Good Standing

**\*\*APOSTILLE/NOTARIAL CERTIFICATION:\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL AMOUNT OWED: 78.75

CHECK NUMBER: 2231

PLEASE CONTACT TINA AT 850-508-1891 FOR ANY PROBLEMS OR INFORMATION ON THIS MATTER.

Thank you!

Tina Goff, President

FILED  
16 JAN 27 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **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)
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 II	FLORIDA	P06000064476

**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  
January 15 2016 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  
January 15 2016 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
16 JAN 27 PM 3:19  
TALLAHASSEE  
SECRETARY OF STATE

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

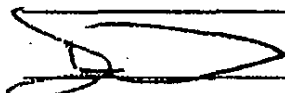
Typed or Printed Name of Individual & Title

Children's Choice  
SB Corporation




Stephen Dreier, Director

Children's Choice  
Florida Corporation II



David Lissy, CEO



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16 JAN 27 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 II	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 II is Children's Choice SB Corporation, all shares of capital stock of Children's Choice Florida Corporation II 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: