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To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : CORPDIRECT AGENTS, INC.
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

VR MERGERCO., INC.

Certificate of Status	0
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PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER is made and entered into this 28th day of December, 2006, by and among VR Mergerco., Inc. ("Mergerco"), a Florida corporation, and Viable Resources, Inc. ("VR"), a Washington corporation. Mergerco and VR are collectively referred to in this Agreement as the "Constituent Corporations" and are referred to individually as a "Constituent Corporation."

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WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable and in the best interests of such corporation and its stockholders that VR merges with and into Mergerco, with Mergerco as the surviving corporation in the merger, as authorized by the laws of the State of Florida and Washington, and under and pursuant to this Agreement.

NOW, THEREFORE, the Constituent Corporations, in consideration of the premises and the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of said merger and the method of carrying the same into effect in this Agreement as follows:

ARTICLE I

PLAN OF MERGER

The Constituent Corporations have agreed and do hereby agree each with the other that VR shall be, and it hereby is, merged with and into Mergerco, and Mergerco shall, and it hereby does, merge VR with and into itself. Mergerco shall be the surviving corporation in the merger (the "Surviving Corporation") and shall be governed by the laws of the States of Florida, which state shall continue to be its domicile.

ARTICLE II

EFFECTIVE DATE

The merger provided for in this Agreement shall become effective and the Constituent Corporations shall be deemed to have merged as of the close of business on the day that all of the following have been completed:

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(a) Filing with the State of Florida. Execution and filing with the Florida Department of State of this Plan and Articles of Merger as required by Section 607.1105, Florida Statutes.

(b) Filing with the State of Washington. Execution and filing with the Washington Secretary of State of this Plan and Articles of Merger as required by Section 23B.11.050 of the Business Corporation Act of Washington.

The date and time when the Constituent Corporations shall have merged are herein referred to as the "Effective Date."

ARTICLE III

MANNER OF CONVERTING SHARES

Immediately prior to the merger, VR's authorized capitalization is 50,000 shares of common stock, with no par value, of which 50,000 shares were issued and outstanding. Immediately prior to the merger, Mergerco's authorized capitalization is 100,000 shares of common stock, \$1.00 par value, of which 100 shares were issued and outstanding. The manner and basis of converting the outstanding shares of capital stock of VR into capital stock of the Surviving Corporation, on the basis of fair values assigned to said outstanding shares, shall be as follows:

(a) Upon the Effective Date, each issued and outstanding share of the capital stock of VR will, by virtue of the merger and without further action on the part of the holder thereof, be converted into one share of the capital stock of the Surviving Corporation.

(b) Upon the Effective Date, each issued and outstanding share of the capital stock of Mergerco will, by virtue of the merger and without further action on the part of the holder thereof, be cancelled and shall be of no further force and effect.

(c) As soon as practical after the effective date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of the Constituent Corporations shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of whole shares of the securities of the Surviving Corporation into which such shares of the capital stock of the Constituent Corporations shall have been converted pursuant to this Article.

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ARTICLE IV

EFFECT OF THE MERGER

(a) Existence of VR. On the Effective Date, the separate existence of VR shall cease and VR shall be merged with and into the Surviving Corporation. Thereupon, all the property, real, personal, and mixed, and all interest therein, of VR and all debts due to it, shall be transferred to and invested in the Surviving Corporation without further act or deed and without reversion or impairment. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of VR.

(b) Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation; provided, however, such articles shall be amended as provided for in the attached Exhibit A.

(c) Bylaws. The Bylaws of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the Bylaws of the Surviving Corporation and shall not be changed or amended by the merger.

(d) Board of Directors; and Officers. Until altered by the stockholders or directors, as the case may be, of the Surviving Corporation, the duly elected Board of Directors and officers of the Surviving Corporation shall continue to serve as the directors and officers of the Surviving Corporation and shall not be changed or otherwise affected by the merger.

(e) Expenses. The Surviving Corporation shall pay all expenses of carrying this Agreement into effect and of accomplishing the merger.

(f) Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE V

APPROVAL OF MERGER

(a) A majority of the directors of the Board of Directors of VR approved and adopted this Agreement and the merger contemplated by it at a special meeting thereof duly called and held on December 4, 2006; and the sole directors of the Board of Directors of the Surviving

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Corporation approved and adopted this Agreement and the merger contemplated by it by written consent thereof dated December 19, 2006.

(b) After approval by the Boards of Directors of the Constituent Corporations, this Agreement and the merger contemplated by it were authorized and duly approved, pursuant to Section 23B.11.030 of the Business Corporation Act of Washington, by stockholders representing two-thirds of the shares of VR at a special meeting thereof duly called and held on December 28, 2006, and by the sole stockholder of the Surviving Corporation by written consent thereof dated December 19, 2006.

ARTICLE VII

COUNTERPARTS

This Agreement may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; and such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, each corporation that is a party hereto has caused its duly authorized officer to execute this Plan and Articles of Merger.

VIABLE RESOURCES, INC.

12/28/06
(Date)

By: 
Timothy J. Cannon, President

VR MERGERCO, INC.

12/28/06
(Date)

By: 
Timothy J. Cannon, President

To: FL Dept. of State
Subject: 000487.61956

From: Katie Wonsch

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EXHIBIT A

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**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
VR MERGERCO, INC.**

In connection with the merger between this Florida corporation and Viable Resources, Inc., a Washington corporation, and pursuant to the provisions of Section 607.1101, Florida Statutes, the Articles of Incorporation of this corporation are amended as follows:

The Amendment to the existing Articles of Incorporation being effected hereby is to delete Article I of the Articles of Incorporation and to substitute in its place the following:

ARTICLE I

Name

The name of this corporation shall be:

Viable Resources, Inc.

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