P06000154304

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12 SEP 11 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger "Backdate"

SEP 25 2012
C. MUSTAIN

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GROW, 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:

PETER N. HILL
Contact Person

WOLFF HILL McFARLIN & HERRON, P.A.
Firm/Company

1851 W. COLONIAL DRIVE
Address

ORLANDO, FL 32804
City/State and Zip Code

phill@whmh.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

PETER N. HILL At (407) 648-0058
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

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:

Name	Jurisdiction	Document Number (If known/ applicable)
GROW, INC.	FLORIDA	P06000154304

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

Name	Jurisdiction	Document Number (If known/ applicable)
KAULBARS LAWNS, INC.	FLORIDA	P99000004581

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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 ____/____/____ (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 AUGUST 7, 2012 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 AUGUST 7, 2012 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
GROW, INC.		TYLER KAULBARS, P/D
KAULBARS LAWNS, INC.		JEFFREY KAULBARS, P/D

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction
GROW, INC.	FLORIDA

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

Name	Jurisdiction
KAULBARS LAWNS, INC.	FLORIDA

Third: The terms and conditions of the merger are as follows:

THERE ARE NO CONDITIONS. THE MERGER HAS BEEN APPROVED BY THE UNITED STATES BANKRUPTCY COURT FOR THE MIDDLE DISTRICT OF FLORIDA, ORLANDO DIVISION, IN CASE NO. 6:11-bk-17014-KSJ BY ORDER DATED AUGUST 9, 2012 CONFIRMING THE JOINT PLAN OF REORGANIZATION FILED BY THE SURVIVING AND MERGING CORPORATIONS. ALL PROPERTY OWNED BY THE MERGING CORPORATION WILL BE OWNED POST-MERGER BY THE SURVIVING CORPORATION. OFFICERS, DIRECTORS AND SHAREHOLDERS OF THE SURVIVING CORPORATION WILL NOT BE CHANGED, NOR WILL OWNERSHIP PERCENTAGES, AS A RESULT OF THE MERGER.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:
SHAREHOLDERS OF THE MERGING CORPORATION WILL HAVE NO RIGHT TO CASH OR OTHER CONSIDERATION AS A RESULT OF THE MERGER.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
THE SURVIVING CORPORATION WILL FILE CONTEMPORANEOUSLY HEREWITH AN AMENDMENT TO ITS ARTICLES OF INCORPORATION PROHIBITING THE ISSUANCE OF NONVOTING EQUITY SECURITIES IN ACCORDANCE WITH THE REQUIREMENTS OF 11 U.S.C. SECTION 1123(a)(6).

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
NONE.