

PO8000011166

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

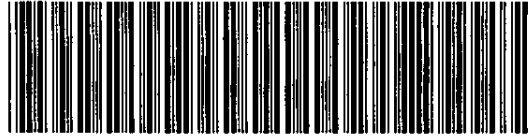
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

OCT 30 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Stranger Factory, 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:

Benjamin C. Roybal

Contact Person

Betzer, Roybal & Eisenberg, P.C.

Firm/Company

4900 Lang Ave. NE, Suite 202

Address

Albuquerque, NM 87109

City/State and Zip Code

brandtpeters@msn.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bridgett Wilson

Name of Contact Person

At (505) 797-0105

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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
<u>The Stranger Factory, Inc.</u>	<u>New Mexico</u>	<u>PRC#4617312</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Circus Posterus, Inc.</u>	<u>Florida</u>	<u>08000011166</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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
June 1, 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
June 1, 2012 and shareholder approval was not required.

(Attach additional sheets if necessary)

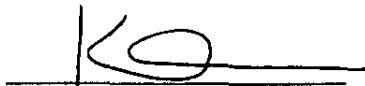
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Circus Posterus, Inc.



Kathleen A. Olivas , Director

The Stranger Factory, Inc.



Kathleen A. Olivas , Director

COPY

PLAN OF MERGER

Plan of Merger, effective July 31, 2012, between Circus Posterus, Inc., a Florida corporation, and The Stranger Factory, Inc., a New Mexico corporation.

RECITALS:

A. Circus Posterus, Inc. ("CPI") is a corporation organized and existing under the laws of the State of Florida. The authorized capital stock of CPI consists of Ten Thousand (10,000) shares of no par voting common stock, of which one hundred (100) shares are issued and outstanding as follows:

<u>Shareholder</u>	<u>Number of Shares</u>
Kathleen A. Olivas	50
Brandt E. Peters	50

B. The Stranger Factory, Inc. ("TSF") is a New Mexico corporation organized and existing under the laws of the State of New Mexico. The authorized capital stock of TSF consists of one hundred thousand (100,000) shares of no par voting common stock, of which one hundred (100) shares are issued and outstanding as follows:

<u>Shareholder</u>	<u>Number of Shares</u>
Kathleen A. Olivas	50
Brandt E. Peters	50

C. The directors and the shareholders of CPI and TSF, respectively, deem it desirable and in the best interest of the corporation and their shareholders to merge CPI with and into TSF under and pursuant to the laws of the State of New Mexico and the State of Florida.

NOW, THEREFORE, for the purpose of prescribing the terms and conditions of such merger, CPI and TSF ("Merging Entities"), acting by and through their respective directors and shareholders, do hereby agree to the following plan of merger ("Plan of Merger"):

1. Merger. Effective July 31, 2012 ("Effective Date of Merger"), CPI shall merge with and into TSF, and TSF shall survive the merger.

2. Articles of Incorporation of Surviving Entity. On the Effective Date of the Merger, the Articles of Incorporation of TSF shall be the Articles of Incorporation of the surviving entity, until further altered, amended, or repealed, or until amended or restated Articles of Incorporation are adopted and filed in accordance with the provisions therefor, or as otherwise provided by law.

3. Bylaws of Surviving Entity. On the Effective Date of the Merger, the Bylaws of TSF, and the applicable provisions of the New Mexico Business Corporation Act, shall govern the operations of TSF, until altered, amended, or repealed, or until new Bylaws are adopted or as otherwise provided by law.

4. Manner and Basis of Converting Shares on Merger. The manner and basis of converting the outstanding common stock of CPI into common stock of TSF shall be as follows:

a) Common Stock of CPI. On the Effective Date of the Merger, the one hundred (100) shares of no par value common stock of CPI issued and outstanding shall be deemed to be cancelled.

b) Common Stock of TSF. On the Effective Date of the Merger, the outstanding common stock of TSF shall remain issued and outstanding.

5. Certificates. Certificates representing shares of CPI shall be cancelled.

6. Effect of Merger. On the Effective Date of the Merger, the following events shall occur:

a) CPI shall be merged with and into TSF in accordance with the provisions of this Plan of Merger and in accordance with the provisions of and with the effect provided in NMSA 1978, §53-14-7, and applicable Florida law;

b) The separate existence of the merging entities, except TSF, the surviving company, shall cease;

c) TSF shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the New Mexico Business Corporation Act;

d) TSF shall possess all the rights, privileges, immunities, and franchises of a public or private nature of CPI;

e) All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and every other interest of, or belonging to, or due to CPI, shall be taken and deemed to be transferred to and vested in TSF without further act or deed, and the title to any real estate, or any interest therein, vested in CPI shall not revert or be in any way impaired by reason of the merger;

f) TSF shall thenceforth be responsible and liable for all the liabilities and obligations of CPI and any claim existing or action or proceeding pending by or

against CPI may be prosecuted as if the merger had not taken place, or TSF may be substituted in its place; and

g) All rights of creditors and all liens upon the property of CPI shall be unimpaired by the merger.

7. Post Merger Capitalization. Upon completion of the merger, the issued and outstanding common stock of TSF shall be held as follows:

<u>Shareholder</u>	<u>Shares</u>
Kathleen A. Olivas	50
Brandt E. Peters	50

8. Principal Offices. The location of the principal office of TSF shall be 6 Marks Road, Sandia Park, New Mexico 87047.

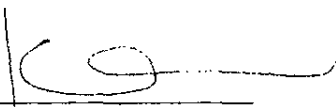
9. Right of Amendment. TSF hereby reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, as from time to time amended in the manner now or hereafter prescribed by law, or by such Articles of Incorporation, as from time to time amended; and all rights and powers of whatsoever nature conferred in such Articles of Incorporation, as from time to time amended, upon any member or any other person are subject to this reservation.

10. Abandonment of Merger. The Merging Entities reserve the right to abandon, reverse, cancel, and annul the merger at any time prior to the filing of these Articles of Merger in accordance with NMSA 1978, §53-14-3.

IN WITNESS WHEREOF, the parties have executed this Agreement on this 31 day of 8, 2012.

CIRCUS POSTERUS, INC.
a Florida Corporation

By:


Kathleen A. Olivas, President

The Stranger Factory, Inc.
a New Mexico Corporation

By:


Kathleen A. Olivas, President