

P080000036777

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

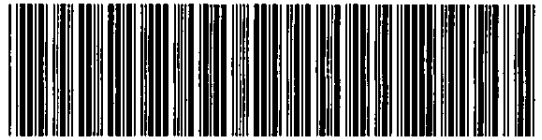
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12/30/08--01049--006 \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 30 PM 2:38

merger/cc  
@ 1/24/09

### COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Equity Solar, 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:

CYNTHIA SULLIVAN

(Contact Person)

WILMERHALE VENTURE GROUP

(Firm/Company)

BAY COLONY CORPORATE CENTER  
1100 WINTER STREET

(Address)

WALTHAM, MA 02451

(City/State and Zip Code)

For further information concerning this matter, please call:

Cynthia Sullivan

(Name of Contact Person)

At ( 781 ) 966-2032

(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

① PLEASE GIVE THE ORIGINAL RECEIPT DATE OF DECEMBER 30, 2008 AS THE FILING DATE

② PLEASE FEDEX THE DOCUMENTS BACK TO THE ADDRESS ABOVE INDICATED (AIRBILL ENCLOSED)

③ THE CHECK OF \$78.75 IS ALREADY IN YOUR OFFICE



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 8, 2009

LEILA FOGG  
DELAWARE CORPORATE SERVICES, INC.  
1220 N. MARKET ST., SUITE 850  
WILMINGTON, DE 19801

SUBJECT: EQUITY SOLAR, INC.  
Ref. Number: P08000036777

We have received your document for EQUITY SOLAR, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Photo copies are not acceptable.

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) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 409A00000625

\* per Karen  
photo copy of  
plan OK to File!

RECEIVED

2009 JAN 26 AM 8:00

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)
Equity Solar, Inc.	Delaware	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Equity Solar, Inc.	Florida	

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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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 12/12/08.

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 12/26/08

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

Equity Solar, Inc. (DE)



**Todd Weimer, President**

Equity Solar, Inc. (FL)

*[Handwritten signature]*

**Todd Weimer, President**

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into as of this 29<sup>th</sup> day of December, 2008 pursuant to Section 607.1107 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation law, by and between Equity Solar, Inc., a Delaware corporation ('Equity Solar-DE'), and Equity Solar, Inc., a Florida corporation ('Equity Solar-FL').

### WITNESSETH:

WHEREAS, Equity Solar-DE and Equity Solar-FL (individually sometimes called a 'Constituent Corporation' and together called the 'Constituent Corporations') desire that Equity Solar-FL merge with and into Equity Solar-DE;

WHEREAS, the Certificate of Incorporation of Equity Solar-DE was filed in the office of the Secretary of State of the State of Delaware on December 29, 2008;

WHEREAS, Equity Solar-DE has an authorized capital stock of 25,000,000 shares of Common Stock, \$0.001 par value per share (the 'Equity Solar-DE Common Stock') and 1,000,000 shares of Preferred Stock, \$0.001 par value per share (the 'Equity Solar-DE Preferred Stock');

WHEREAS, the Articles of Incorporation of Equity Solar-FL were filed in the office of the Secretary of State of the State of Florida and Equity Solar-FL has an authorized capital stock of 25,000,000 shares of Common Stock, no par value per share (the 'Equity Solar-FL Common Stock') and 1,000,000 shares of Preferred Stock, no par value per share (the 'Equity Solar-FL Preferred Stock');

WHEREAS, the registered office of Equity Solar-DE in the State of Delaware is located at 1220 N. Market Street, Suite 850, Wilmington, Delaware and the name of its registered agent is Delaware Corporate Services Inc.; and the registered principal office of Equity Solar-FL in the State of Florida is located at 1224 Washington Avenue, Miami Beach, Florida and the name of its registered agent is Joseph I. Emas; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations desire that the merger provided for herein be a tax-free reorganization pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended;

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

FIRST: Equity Solar-DE hereby merges into itself Equity Solar-FL, and Equity Solar-FL shall be and hereby is merged with and into Equity Solar-DE, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Equity Solar-DE, as in effect on the date of the merger provided for in this Agreement (the 'Merger'), shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of Equity Solar-FL Common Stock, that is issued and outstanding (other than shares of Equity Solar-FL Common Stock, if any, held in the treasury of Equity Solar-FL) on the date on which the Merger of Equity Solar-FL with and into Equity Solar-DE shall become effective shall, by virtue of the Merger and without further action, cease to exist and shall be converted into one share of Equity Solar-DE Common Stock. There shall not be any issued and outstanding Equity Solar-FL Common Stock that will not be so converted.

(b) Each share of Equity Solar-FL Preferred Stock, that is issued and outstanding (other than shares of Equity Solar-FL Preferred Stock, if any, held in the treasury of Equity Solar-FL) on the date on which the Merger of Equity Solar-FL with and into Equity Solar-DE shall become effective shall, by virtue of the Merger and without further action, cease to exist and shall be converted into one share of Equity Solar-DE Preferred Stock. There shall not be any issued and outstanding Equity Solar-FL Preferred Stock that will not be so converted.

(c) Each share of Equity Solar-FL Common Stock and Equity-Solar-FL Preferred Stock, if any, that shall then be held in the treasury of Equity Solar-FL on the effective date of the Merger shall, by virtue of the Merger and without further action, cease to exist and all certificates representing such shares shall be cancelled.

(d) After the effective date of the Merger, each holder of an outstanding certificate representing shares of Equity Solar-FL Common Stock or Equity Solar-FL Preferred Stock, if any, shall surrender the same to Equity Solar-DE and each holder shall be entitled upon such surrender to receive certificates for the number of shares of Equity Solar-DE Common Stock or Equity Solar Preferred Stock on the basis provided herein. If any such certificates are issued, until so surrendered, the outstanding shares of the capital stock of Equity Solar-FL to be converted into the capital stock of Equity Solar-DE as provided herein may be treated by Equity Solar-DE for all corporate purposes as evidencing the ownership of shares of Equity Solar-DE, as though said surrender and exchange had taken place.

(e) Each share of Equity Solar-DE Common Stock issued and outstanding immediately prior to the Merger shall cease to exist and shall be cancelled.

FOURTH: The other terms and conditions of the Merger are as follows:

(a) The By-laws of Equity Solar-DE as they shall exist on the effective date of the Merger shall be and remain the By-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of Equity Solar-DE as of the effective date of the Merger shall be the directors and officers of the surviving corporation and shall continue in office as provided in the By-Laws and charter of Equity Solar-DE.

(c) The Merger shall become effective upon filing with the Secretary of State of Delaware a Certificate of Merger pursuant to Section 252 of the General Corporation Law of

the State of Delaware and with the Secretary of State of Florida Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act.

(d) Upon the effective date of the Merger, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Equity Solar-FL shall be transferred to, vested in and devolved upon Equity Solar-DE without further act or deed and all property rights, and every other interest of Equity Solar-DE and Equity Solar-FL shall be as effectively the property of Equity Solar-DE as they were of Equity Solar-DE and Equity Solar-FL, respectively. All rights of creditors of Equity Solar-FL and all liens upon any property of Equity Solar-FL shall be preserved unimpaired, and all debts, liabilities, obligations and duties of Equity Solar-FL may be enforced against Equity Solar-DE to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it. At any time, or from time to time, after the effective date of the Merger, the last acting officers of Equity Solar-FL, or the corresponding officers of Equity Solar-DE, may, in the name of Equity Solar-FL, execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other actions as Equity Solar-DE may deem necessary or desirable in order to vest in Equity Solar-DE title to and possession of any property of Equity Solar-FL acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intents and purposes hereof, and the proper officers and directors of Equity Solar-DE are fully authorized in the name of Equity Solar-FL or otherwise to take any and all such action.

(e) Equity Solar-DE hereby (i) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Equity Solar-FL and in any proceeding for the enforcement of the rights of a dissenting stockholder of Equity Solar-FL pursuant to Section 607.1320 of the Florida Business Corporation Act; and (ii) irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such proceeding.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Boards of Directors of the Constituent Corporations at any time prior to the date that the requisite Certificate of Merger and Articles of Merger are filed in the office of the Secretary of State of the State of Delaware and the Secretary of State of the State of Florida, respectively. This Agreement may be amended by the Boards of Directors of the Constituent Corporations at any time prior to the date on which the requisite Certificate of Merger and Articles of Merger are filed in the office of the Secretary of State of Delaware and the Secretary of State of Florida, respectively, provided that an amendment made subsequent to the approval of this Agreement by the stockholders of either Constituent Corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class thereof of such Constituent Corporation.

SIXTH:

(a) This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Delaware.

(b) Equity Solar-DE and Equity Solar-FL each agrees to execute and deliver such other documents, certificates, agreements and other writings and to take such other actions as may be necessary or desirable in order to consummate or implement the transactions contemplated by this Agreement.

(Remainder of this page intentionally left blank)

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their Board of Directors have caused this Agreement to be executed by the President and attested to by the Secretary of each party hereto as the respective act, deed and agreement of each of said corporation, as of the 29<sup>th</sup> day of December, 2008.

ATTEST:

By: 

Doug Froese  
Secretary

[CORPORATE SEAL]

EQUITY SOLAR, INC.

(Delaware)

By: 

Todd Weimer  
President

ATTEST:

By: 

Doug Froese  
Secretary

[CORPORATE SEAL]

EQUITY SOLAR, INC.

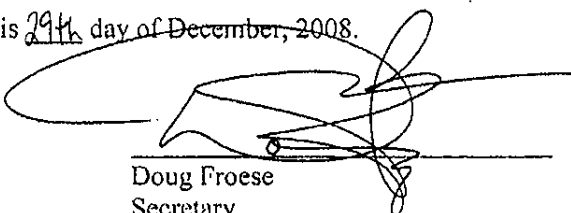
(Florida)

By: 

Todd Weimer  
President

I, Doug Froese, Secretary of Equity Solar, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of Equity Solar, Inc., a corporation organized and existing under the laws of the State of Florida, was duly submitted to the stockholders of Equity Solar, Inc. by written action of said stockholders pursuant to Sections 228 and 252 of the General Corporation Law of Delaware on the 12 day of December, 2008; and that the Agreement and Plan of Merger was approved by the affirmative vote of the stockholders of the outstanding stock of said corporation entitled to vote thereon.

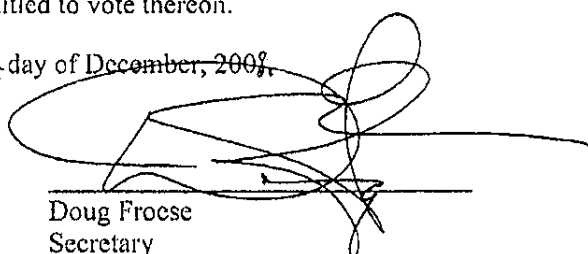
WITNESS my hand on this 29<sup>th</sup> day of December, 2008.



Doug Froese  
Secretary

I, Doug Froese, Secretary of Equity Solar, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of Equity Solar, Inc., a corporation organized and existing under the laws of the State of Delaware, was duly submitted to the sole stockholder of Equity Solar, Inc. in a Written Consent of said stockholder pursuant to Sections 607.0704 and 607.1103 the Florida Business Corporation Act on the 12 day of December, 2008; and that the Agreement and Plan of Merger was approved by the affirmative vote of the stockholder of the outstanding stock of said corporation entitled to vote thereon.

WITNESS my hand on this 29<sup>th</sup> day of December, 2008.



Doug Froese  
Secretary