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**MERGER OR SHARE EXCHANGE
COLLEGIATE MARKETING GROUP INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
BEST BREAK TOURS INCORPORATED,
a Florida corporation

AND

COLLEGIATE MARKETING GROUP INC.,
a Delaware corporation

(Pursuant to Section 607.1105 of the Florida Business Corporation Act)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein are:
 - a. **BEST BREAK TOURS INCORPORATED**, a corporation formed under the laws of the State of Florida; and
 - b. **COLLEGIATE MARKETING GROUP INC.**, a corporation formed under the laws of the State of Delaware.
2. A copy of the Plan and Agreement of Merger for the merger of the constituent business corporations is attached hereto as Exhibit I.
3. The Plan and Agreement of Merger was adopted by the Shareholders of **BEST BREAK TOURS INCORPORATED** on September 4, 2014 and by the Shareholders of **COLLEGIATE MARKETING GROUP INC.** on September 4, 2014.
4. The effective date of the merger shall be September 5, 2014.

Dated: September 4, 2014

BEST BREAK TOURS INCORPORATED

By: 

Shannon Posavad, President

COLLEGIATE MARKETING GROUP INC.

By: 

Shannon Posavad, President

9/4/2014 15:02:49 From: To: 8506176380

(3/7)

EXHIBIT 1

[Plan and Agreement of Merger]

PLAN AND AGREEMENT OF MERGER
OF
BEST BREAK TOURS INCORPORATED,
a Florida corporation,
INTO
COLLEGIATE MARKETING GROUP INC.,
a Delaware corporation.

(pursuant to Section 607.1105 of the Florida Business Corporation Act
and Section 252 of the Delaware General Corporation Law)

This **PLAN AND AGREEMENT OF MERGER** is made this 4th day of September, 2014, between **BEST BREAK TOURS INCORPORATED**, a corporation incorporated under the laws of the State of Florida (the "Florida Company"), and **COLLEGIATE MARKETING GROUP INC.**, a corporation incorporated under the laws of the State of Delaware (the "Delaware Company").

W I T N E S S E T H

WHEREAS, the Florida Company is subject to the provisions of the Business Corporation Act of the State of Florida; and

WHEREAS, the Delaware Company is subject to the provisions of the General Corporation Law of the State of Delaware; and

WHEREAS, the authorized capital stock of the Florida Company consists of one hundred (100) shares, all of which are common shares of one class and are entitled to vote, of which twenty (20) shares have been duly issued and are now outstanding; and

WHEREAS, the authorized capital stock of the Delaware Company consists of five thousand (5,000) shares, all of which are common shares of one class and are entitled to vote, of which one hundred (100) shares have been duly issued and are now outstanding; and

WHEREAS, all of the issued and outstanding shares of each of the Florida Company and the Delaware Company, respectively, are held, directly or indirectly, by the same shareholder; and

WHEREAS, the Boards of Directors of the Florida Company and the Delaware Company, respectively, deem it advisable and for the best welfare and advantage of such corporations and their respective shareholders that such corporations merge, under and pursuant to the provisions of the Business Corporation Act of the State of Florida and the General Corporation Law of the State of Delaware, and have adopted this Plan and Agreement of Merger.

NOW, THEREFORE in consideration of the premises and of the mutual agreements herein contained, the parties hereby agree as follows:

1. **Merger.** The Florida Company shall be merged with and into the Delaware Company as of the "Effective Date" (as hereinafter defined).

2. **Effective Date.** The effective date ("Effective Date") of the merger in the State of Delaware and in the State of Florida shall be September 5, 2014 at 12:01 a.m. Eastern Standard Time.

3. **Surviving Corporation.** The Delaware Company shall survive the merger herein contemplated and shall continue to exist under the name "TARPO HOLDINGS INC." in accordance with Section 4 below and pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of the Florida Company shall cease upon the Effective Date in accordance with the provisions of the Business Corporation Act of the State of Florida.

4. **Certificate of Incorporation.** At the Effective Date, the Certificate of Incorporation of the Delaware Company shall be amended to change the name of the Delaware Company to "TARPO HOLDINGS INC." by amending Article First of the Delaware Company's Certificate of Incorporation to read as follows:

FIRST: The name of the corporation is TARPO HOLDINGS INC. (the "Corporation").

Except for the foregoing amendment, the present Certificate of Incorporation of the Delaware Company shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

5. **By-Laws.** The present By-laws of the Delaware Company shall continue in full force and effect until amended and changed as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

6. **Directors and Officers.** The directors and officers of the Delaware Company on the Effective Date shall continue to hold their respective directorships and offices until the election and qualification of their respective successors, or until their tenure is otherwise terminated in accordance with the By-laws of the Delaware Company in effect at that time.

7. **Stock.** Each share of the Florida Company issued and outstanding on the Effective Date shall be cancelled as of the Effective Date. Each share of the Delaware Company issued and outstanding on the Effective Date shall continue to be one (1) share of the Delaware Company.

8. **Shareholder Approval.** The merger of the Florida Company with and into the Delaware Company shall be submitted to the shareholders of the Florida Company and the Delaware Company, respectively, for its adoption or rejection in the manner prescribed by the Business Corporation Act of the State of Florida and the General Corporation Law of the State of Delaware, respectively.

9. **Further Documents and Acts.** The Florida Company and the Delaware Company agree that they will cause to be executed and filed/or recorded any document or

documents prescribed by the laws of the States of Florida and Delaware, and that they will cause to be performed all necessary acts within the State of Florida, the State of Delaware and elsewhere to effectuate the merger, subject, however, to any provision or provisions contained herein for abandoning the merger before or after the adoption of this Plan and Agreement of Merger by the shareholders of the Florida Company and the Delaware Company.

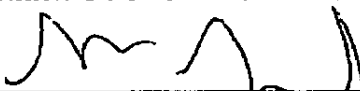
10. **Abandonment.** Notwithstanding the adoption of this Plan and Agreement of Merger by the shareholders of the Florida Company and the Delaware Company, this Plan and Agreement of Merger may be abandoned at any time prior to the filing of any requisite merger documents in the Office of the Department of State of the State of Florida and the Office of the Secretary of State of the State of Delaware in the event that the Board of Directors of the Florida Company or the Board of Directors of the Delaware Company are authorized to do so by the same vote of the shareholder of the Florida Company or the shareholder of the Delaware Company, respectively, as is required to adopt this Plan and Agreement of Merger.

11. **Counterparts.** This Plan and Agreement of Merger may be executed in one or more counterparts, each of which shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

BEST BREAK TOURS INCORPORATED

By: 
Shannon Posavad, President

COLLEGIATE MARKETING GROUP INC.

By: 
Shannon Posavad, President