

PO900001180

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

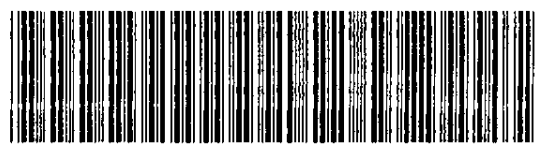
(Business Entity Name)

(Document Number)

Certified Copies / Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



000198116030

03/17/11--01030--008 **78.75

Morgan

FILED
11 MAR 17 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TK 3-18-11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Extreme Sports Marketing, 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:

Tyler Gernant

Contact Person

Callaghan and Gernant, P.C.

Firm/Company

2809 Great Northern Loop, Suite 100

Address

Missoula, MT 59808

City/State and Zip Code

tyler@cgpclaw.com

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

For further information concerning this matter, please call:

Tyler Gernant

Name of Contact Person

At (406)

721-1124

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 OF
American Lending & Acquisition Group, Inc.
(A Florida Corporation)

INTO

Extreme Sports Marketing, Inc.
(A Florida Corporation)

FILED
11 MAR 17 AM 9:50
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.

ARTICLE I

The name and jurisdiction of the Surviving Corporation is as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|--------------------------------|---------------------|------------------------|
| Extreme Sports Marketing, Inc. | Florida | P09000011180 |

ARTICLE II

The name and jurisdiction of the sole Merging Corporation is as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|--|---------------------|------------------------|
| American Lending & Acquisition Group, Inc. | Florida | P97000058802 |

ARTICLE III

The Plan of Merger is attached hereto.

ARTICLE IV

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE V

The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on February 8, 2011, and Shareholder approval was not required.

ARTICLE VI

The Plan of Merger was adopted by the Board of Directors of the Merging Corporation on behalf of the Merging Corporation and the unaccounted Shareholders of the Merging Corporation on February 8, 2011. There are no known Shareholders of the Merging Corporation.

IN WITNESS WHEREOF, the following have executed and delivered these Articles of Merger as of the date hereof.

SURVIVING CORPORATION:

Extreme Sports Marketing, Inc.
a Florida corporation

By: _____
Ramsey Dellinger
Its President

MERGING CORPORATION:

American Lending & Acquisition Group, Inc.,
a Florida corporation

By: _____
Emilio Royo
Its President

IN WITNESS WHEREOF, the following have executed and delivered these Articles of Merger as of the date hereof.

SURVIVING CORPORATION:

Extreme Sports Marketing, Inc.
a Florida corporation

By: _____

Ramsey Dellinger
Its President

MERGING CORPORATION:

American Lending & Acquisition Group, Inc.,
a Florida corporation

By: _____

Emilio Royo
Its President

PLAN OF MERGER

For

AMERICAN LENDING & ACQUISITION GROUP, INC.

And

EXTREME SPORTS MARKETING, INC.

This Agreement and Plan of Merger is made and entered into as of the 1st day of February, 2011, by and between American Lending & Acquisition Group, Inc. ("ALAG" or "Constituent Corporation"), and Extreme Sports Marketing, Inc., a Florida corporation ("ESM" or the "Surviving Corporation").

Recitals

A. American Lending & Acquisition Group, Inc., is a corporation organized and existing under the laws of the State of Florida and has authorized capital stock consisting of 50,000,000 shares of common stock and 500,000 shares of Series A Preferred Convertible Stock of which none are currently issued. ALAG was organized under the laws of the State of Florida on or about July 7, 1997, as Mortgage Acquisition Corp. On or about March 16, 1998, ALAG changed its corporate name to American Lending & Acquisition Group, Inc. under the laws of the State of Florida. On or about September 21, 2001, ALAG was administratively dissolved pursuant to the laws of the State of Florida for failure to file an annual report.

B. Extreme Sports Marketing, Inc., is a corporation organized and existing under the laws of the State of Florida and has authorized capital stock consisting of 250,000,000 shares of common stock of which 100,000,000 are issued and outstanding. ESM was organized under the laws of the State of Florida on or about April 20, 2006, as American Lending & Acquisition Group, Inc. On or about May 17, 2006, ESM changed its corporate name to Exosphere Aircraft Company, Inc. under the laws of the State of Florida. On or about September 24, 2008, ESM changed its domicile pursuant to and became organized and existing under the laws of the State of Wyoming as Exosphere Aircraft Company, Inc. On or about September 24, 2008, ESM changed its corporate name to MMA World Holdings, Inc. under the laws of the State of Wyoming. On or about December 15, 2008, ESM changed its corporate name to Exosphere Aircraft Company, Inc. under the laws of the State of Wyoming. On or about February 5, 2009, Exosphere Aircraft Company, Inc. was organized under the laws of the State of Florida. On or about March 3, 2009, ESM merged with and into Exosphere Aircraft Company, Inc. and became organized and existing under the laws of the State of Florida as Exosphere Aircraft Company, Inc. On or about April 3, 2009, ESM changed its corporate name to Extreme Sports Marketing, Inc. under the laws of the State of Florida.

C. The directors, officers and shareholders of each of ALAG and ESM believed that ESM's reincorporation in 2006 constituted a reinstatement of ALAG and each of them operated as though ESM was the continuance of the corporate operation and existence of ALAG.

Pursuant to the laws of the State of Florida, however, the reincorporation of ESM did not constitute the reinstatement of ALAG. This scrivener's error was discovered on or around January of 2011.

D. Pursuant to the reincorporation of ESM in 2006 and because the list of shareholders of ALAG had been lost or destroyed, 50,000 shares of the common stock of ESM was placed in a book certificate to be issued to lost or unaccounted for shareholders of ALAG that made a valid claim thereto. On or about August 4, 2006, certain ALAG shareholders made such claims and were issued 538 shares of the common stock of ESM. As of the date hereof, 49,462 shares of the common stock of ESM remain in book certificate form to be issued to lost or unaccounted for shareholders of ALAG making a valid claim thereto. As such, there are no known shareholders of ALAG.

E. The Boards of Directors of the Constituent Corporation and the Surviving Corporation deem it advisable for the general welfare and advantage of each such corporation and its respective shareholders that they correct the scrivener's error made in 2006 and merge into a single corporation pursuant to this Plan, and each corporation desires to so merge ALAG, into ESM, pursuant to this Plan and pursuant to the applicable provisions of the law of Florida;

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, ALAG and ESM hereby agree to the following Agreement and Plan of Merger.

ARTICLE I

Name of Constituent Corporation

1. ALAG will merge with and into ESM, which will be the Surviving Corporation.

ARTICLE II

Terms and Conditions of Proposed Mergers

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

1. Governing Law. The laws of the State of Florida shall govern the Surviving Corporation.
2. The registered office of the Surviving Corporation shall be at 2731 Executive Park Drive, Suite 4, Weston, FL 33331, and the registered agent at such office shall be NRAI Service, Inc.
3. The assets and liabilities of the Constituent Corporation as of the effective date of the merger shall be taken up on the books of the Surviving Corporation at the amounts at which they are carried at that time on the books of the Constituent Corporation.
4. The directors of the Surviving Corporation shall be and remain the same as those of ESM, at the date hereof, and shall serve until their terms expire or their successors are elected.

5. The Articles of Incorporation of ESM, shall constitute the Articles of Incorporation of the Surviving Corporation, until the same shall be altered or amended in accordance with the provisions thereof.
6. The By-Laws of ESM, as they 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 provided therein.
7. The first annual meeting of the shareholders of the Surviving Corporation held after the effective date of the merger shall be the next annual meeting provided by the By-Laws of ESM.
8. The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the date when the merger shall become effective and may be called or may be convened in the manner provided in the By-Laws of ESM, for the purpose of calling a special meeting of the Board of Directors of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting.
9. When the merger shall become effective, the separate existence of ALAG, shall cease and said corporation shall be merged in accordance with the provisions of this plan into ESM, which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of the Constituent Corporation, and all of the property, real and personal including subscriptions for shares, causes of action in every other asset of the Constituent Corporation (including, without limitation, the name, trademark and trade names of the Constituent Corporation), shall vest in the Surviving Corporation without further act or deed, except that if the Surviving Corporation shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the directors and officers of the Constituent Corporation shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; the Surviving Corporation shall assume and be liable for all the liabilities, obligations, and penalties of the Constituent Corporation. No liability or obligations due or to become due, claim or demand for any cause existing against the Constituent Corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil and criminal, then pending by or against the Constituent Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of the Constituent Corporation.

ARTICLE III

Manner and Basis of Converting Shares

As of the effective date of the merger:

1. As the shareholder list for ALAG has been and was lost or destroyed as of the effective date of the merger, ESM shall and has established a book certificate of 50,000 shares of the common stock of ESM from the treasury of ESM from which to issue shares of ESM common stock to ALAG shareholders who make a valid claim for and to the same upon the conversion terms hereafter set forth.
2. Each share of ALAG, Common Stock, \$0.001 par value, and Series A Preferred Convertible, \$1.00 par value, issued and outstanding, shall be converted into one (1) share of common stock, no par value, in the Surviving Corporation.
3. Any shares of stock of the Constituent Corporation in the treasury of the Constituent Corporation on the effective date of the merger shall be surrendered to the Surviving Corporation for cancellation, and no shares of the Surviving Corporation shall be issued in respect thereof.
4. On the effective date of the merger, holders of certificates of common or preferred stock in the Constituent Corporation, shall surrender them to the Surviving Corporation, or its appointed agent, in such manner as the Surviving Corporation legally shall require. Upon receipt of each such certificate, the Surviving Corporation shall issue in exchange therefore a certificate of shares of common stock in the Surviving Corporation representing the number of shares of stock to which such holder shall be entitled as set forth above.
5. Shareholders shall be entitled to receive any dividends on such shares of common stock of the Surviving Corporation which may have been declared and paid between the effective date of the merger and the date of issuance to each such shareholder of the certificate of common stock of the Surviving Corporation.
6. The unknown shareholders of ALAG shall retain all rights to appraisal or any other such rights as may otherwise be available under the laws of the State of Florida.

ARTICLE IV

Miscellaneous Provisions

1. As there are no known shareholders of ALAG, the approval of the Board of Directors of ALAG shall constitute the consent of the unknown shareholders of ALAG. Pursuant to the Florida Business Corporation Act, shareholder approval is not required from the shareholders of ESM.
2. For convenience of the parties and to facilitate the approval of this plan, any number of counterparts hereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

3. The effective date of this plan shall be the date on which Articles of Merger are appropriately filed with the Florida Secretary of State.

ARTICLE V

Certificate of Incorporation of Surviving Corporation

The certificate of incorporation of the Surviving Corporation shall not contain any amendments or changes.

The foregoing plan has been duly approved by the Board of Directors of the Constituent Corporation, acting both as the Board of Directors and on behalf of the unknown Shareholders of the Constituent Corporation, as of the following date:

Name of Corporation

Date of Approval

American Lending & Acquisition Group, Inc.,
A Florida Corporation

February 8, 2011

Shareholder approval of the foregoing plan by the Shareholders of the Surviving Corporation is not required under the Florida Corporation Act. The foregoing plan has been duly approved by the Board of Directors of the Surviving Corporation as of the following date:

Name of Corporation

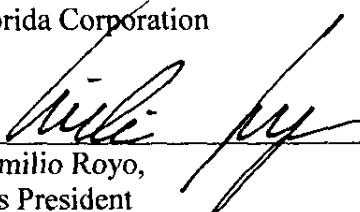
Date of Approval

Extreme Sports Marketing, Inc.,
A Florida Corporation

February 8, 2011

[Signature Page Follows]

AMERICAN LENDING & ACQUISITION GROUP, INC.
A Florida Corporation

By: 
Emilio Royo,
Its President
February ____, 2011

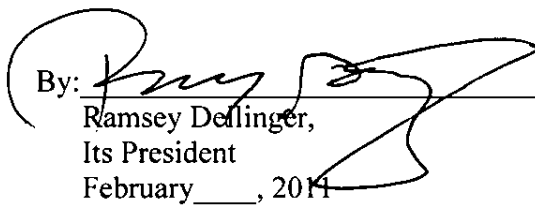
EXTREME SPORTS MARKETING, INC.
A Florida Corporation

By: _____
Ramsey Dellinger,
Its President
February ____, 2011

AMERICAN LENDING & ACQUISITION GROUP, INC.
A Florida Corporation

By: _____
Emilio Royo,
Its President
February ____, 2011

EXTREME SPORTS MARKETING, INC.
A Florida Corporation

By:  _____
Ramsey Dellinger,
Its President
February ____, 2011