

PO9000013181

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

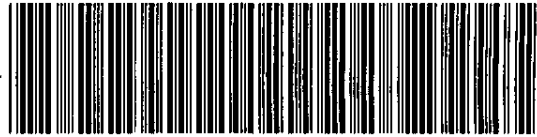
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300144925133

03/06/09--01014--014 **78.75

FILED

09 MAR -6 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Menger/NC
4/2/09
3/11/09

**John D. Wilson
Attorney-at-Law
5552 Cheviot Road
Cincinnati, Ohio 45247
513-325-0648**

March 3, 2009

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Merger for G Acquisition, Inc. (Florida) with Grus, Inc. (Ohio)

Enclosed please find an original and one copy of the captioned articles with attachments and a check in the amount of \$78.75 payable to the Florida Department of State. Please return to me a certified copy of the Articles of Merger. I have included \$8.75 in the foregoing check as payment.

Please return all correspondence to:

John D. Wilson
5552 Cheviot Road
Cincinnati, Ohio 45247

If you have any questions, you may contact me at 513-325-0648.

Very truly yours,



John D. Wilson

Enclosures

ARTICLES OF MERGER
(Profit Corporations)

eff
3-15-09

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1108, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation: G Acquisition, Inc., a Florida corporation, Florida document number: P09000013181

Second: The name and jurisdiction of each **merging** corporation:
Grus, Inc., an Ohio corporation, Florida document number F07000000900 (as a business registered to do business in Florida).

Third: The Plan of Merger is attached.

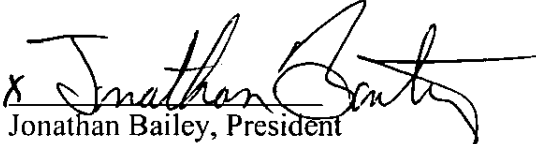
Fourth: The merger shall become effective on March 15, 2009.

Fifth: Adoption of Merger: The Plan of Merger was adopted by the shareholders of the surviving corporation on February 12, 2009.

Sixth: Adoption of Merger by merging corporation: The Plan of Merger was adopted by the shareholder of the merging corporation on February 12, 2009.

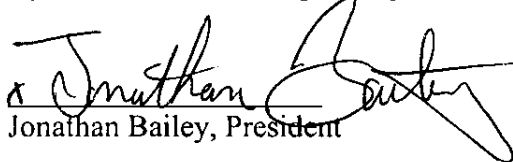
Seventh: The name of the surviving corporation is changed to Grus, Inc.

By: G Acquisition, Inc., the surviving corporation

x 
Jonathan Bailey, President

Date: February 12, 2009

By: Grus, Inc., the merged corporation

x 
Jonathan Bailey, President

Date: February 12, 2009

FILED
09 MAR -6 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into as of February 13, 2009 by and between Grus, Inc., an Ohio corporation ("Target"), and G Acquisition, Inc., a Florida ("Survivor").

This Agreement contemplates a tax-free merger of Target with and into Survivor with Survivor surviving this merger. All of Target's stock owned by one shareholder, Jonathan Bailey, will be converted into 99 shares of Survivor as part of the merger.

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of the State of Ohio.

Basic Transaction. On and subject to the terms and conditions of this Agreement, Target will merge with and into Survivor (the "Merger") at the Effective Time. Survivor shall be the corporation surviving the Merger. The Merger shall become effective on March 15, 2009 (the "Effective Time").

Survivor may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of either Survivor or Target in order to carry out and effectuate the transactions contemplated by this Agreement.

Certificate of Incorporation. The Certificate of Incorporation of Survivor in effect at and as of the Effective Time will remain the Certificate of Incorporation of Survivor.

Amendments of Articles of Incorporation. The articles of incorporation of Survivor are amended to change the name of Survivor to Grus, Inc.

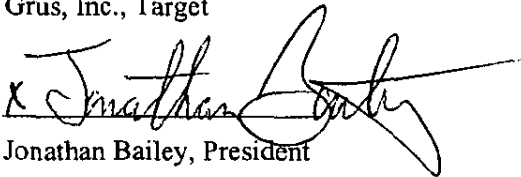
By-Laws. The By-Laws of Survivor in effect at and as of the Effective Time will be the By-Laws of Survivor without any modification or amendment in the Merger.

Officers. The officers of Survivor in office at and as of the Effective Time will remain the officers of Survivor after the Effective Date (retaining their respective positions and terms of office).

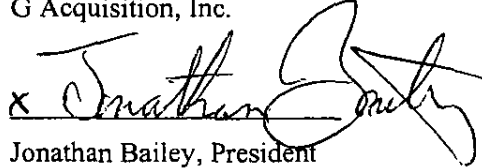
Conversion of Target Stock. All the shares of stock of Target stock shall be converted into 100 shares of voting stock of Survivor.

The parties hereto hereby set their hands to this agreement.

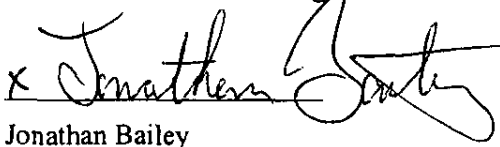
Grus, Inc., Target

x 
Jonathan Bailey, President

G Acquisition, Inc.

x 
Jonathan Bailey, President

As sole shareholder of Target and Survivor, I approve of this merger.

x 
Jonathan Bailey