

PO9000034701

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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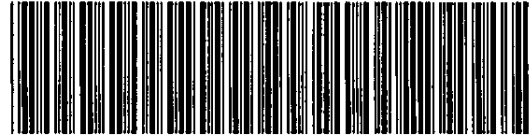
(Business Entity Name)

(Document Number)

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04/12/13--01005--002 \*\*35.00

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FILED  
13 MAR 21 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merry*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Barcelona SAE, 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:

John W. Gaddis, Esq.  
Contact Person

Lyons Gaddis Kahn & Hall, PC  
Firm/Company

515 Kimbark Street/ PO Box 978  
Address

Longmont, CO 80501/ 80502-0978  
City/State and Zip Code

jgaddis@lgkhlaw.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John W. Gaddis At ( 303 ) 776-9900  
Name of Contact Person 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)

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)
Barcelona SAE, Inc. _____	Colorado _____	20131109361 _____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Barcelona SAE, Inc. _____	Florida _____	P09000034701 _____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 February 1, 2013.

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 February 1, 2013.

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)*

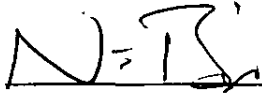
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

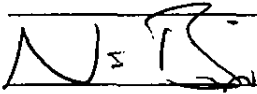
Typed or Printed Name of Individual & Title

Barcelona SAE, Inc. (CO)



Nick Bryngelson, Director/Sec./Treas.

Barcelona SAE, Inc. (FL)



Nick Bryngelson, Director/Sec./Treas.

## PLAN AND AGREEMENT OF MERGER AND REORGANIZATION

1. **PARTIES TO THIS AGREEMENT.** The parties to this Agreement are Barcelona SAE, Inc., a Florida corporation, hereinafter called the "Florida Company" and the unanimous consent of the directors and shareholders thereof, and Barcelona SAE, Inc., a Colorado corporation, hereinafter called the "Colorado Company", and the unanimous consent of the directors and shareholders thereof.
2. **RECITALS.** The Florida Company has an authorized capital stock consisting of 1,000 shares of common stock with a par value of \$1.00 per share, which 100 shares have been duly issued and are now outstanding, and the Colorado Company has an authorized capital stock consisting of 1,000 shares of common stock with a par value of \$1.00 per share, which 100 shares were duly issued and outstanding. The Boards of Directors and shareholders of the Colorado corporation and the Florida Company respectfully deem it advisable and to be generally to the advantage and welfare of the two corporate parties and their respective shareholders that the Florida Company be merged with the Colorado Company with the Colorado Company being the surviving corporation and be reorganized as the Colorado Company pursuant to Section 368(a)(1)(F) of the Internal Revenue Code as a "Type F" reorganization. In consideration of the premises and the mutual agreements herein contained and the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:
3. **REORGANIZATION.** The Florida Company shall be and hereby is reorganized into the Colorado Company.
4. **EFFECTIVE DATE.** This Agreement shall become effective immediately upon compliance under the laws of the States of Colorado and Florida, the time of such effectiveness being hereinafter called the "Effective Date".
5. **SURVIVING CORPORATION.** The Colorado Company shall survive the reorganization herein contemplated and shall continue to be governed by the laws of the State of Colorado but the separate corporate existence of the Florida Company shall cease forthwith on the Effective Date.
6. **AUTHORIZED CAPITAL.** The authorized capital stock of the Colorado Company following the Effective Date shall be 1,000 shares of common stock with a par value of \$1.00 per share.
7. **CERTIFICATE OF INCORPORATION.** The Certificate of Incorporation as set forth as **EXHIBIT A** shall be the Certificate of Incorporation of the Colorado Company
8. **BYLAWS.** The Bylaws of the Florida Company shall be the Bylaws of the Colorado Company following the Effective Date.
9. **CONVERSION OF OUTSTANDING STOCK.** Forthwith upon the Effective Date each of the issued and outstanding shares of common stock of the Florida Company and all rights with respect thereto shall be converted into one full paid and nonassessable share of

common stock of the Colorado Company and each certificate representing shares of the Florida Company shall for purposes be deemed to evidence the ownership of a like number of shares of common stock for the Colorado Company.

10. **DIRECTORS**. The names and addresses of the current directors of the Florida Company will continue as the directors of the Colorado Company following the Effective Date until their successors are elected.
11. **OFFICERS**. The names and addresses of the current officers of the Florida Company will continue as the officers of the Colorado Company following the Effective Date until their successors are elected.

DATED: February 1, 2013.

FLORIDA COMPANY:

Barcelona SAE, Inc.

By:   
\_\_\_\_\_  
Nick Bryngelson, Secretary/Treasurer

COLORADO COMPANY:

Barcelona SAE, Inc.

By:   
\_\_\_\_\_  
Nick Bryngelson, Secretary/Treasurer



Colorado Secretary of State  
 Date and Time: 02/20/2013 04:24 PM  
 ID Number: 20131109361

Document must be filed electronically.  
 Paper documents are not accepted.  
 Fees & forms are subject to change.  
 For more information or to print copies  
 of filed documents, visit [www.sos.state.co.us](http://www.sos.state.co.us).

Document number: 20131109361  
 Amount Paid: \$1.00

ABOVE SPACE FOR OFFICE USE ONLY

**Articles of Incorporation for a Profit Corporation**

filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the corporation is

**Barcelona SAE, Inc.**

*(The name of a corporation must contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co" or "ltd.". See §7-90-601, C.R.S. If the corporation is a professional or special purpose corporation, other law may apply.)*

*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the corporation's initial principal office is

Street address

**324 East Oak Street**

*(Street number and name)*

**Fort Collins**

*(City)*

**CO**

*(State)*

**80524**

*(ZIP/Postal Code)*

**United States**

*(Country)*

*(Province - if applicable)*

Mailing address

(leave blank if same as street address)

*(Street number and name or Post Office Box information)*

*(City)*

*(State)*

*(ZIP/Postal Code)*

*(Province - if applicable)*

*(Country)*

3. The registered agent name and registered agent address of the corporation's initial registered agent are

Name

(if an individual)

**Gaddis**

*(Last)*

**John**

*(First)*

**W.**

*(Middle)*

*(Suffix)*

or

(if an entity)

*(Caution: Do not provide both an individual and an entity name.)*

Street address

**515 Kimbark Street**

*(Street number and name)*

**Longmont**

*(City)*

**CO**

*(State)*

**80501**

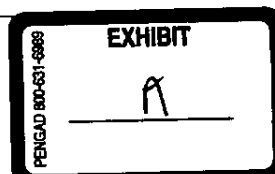
*(ZIP/Postal Code)*

Mailing address

(leave blank if same as street address)

**PO Box 978**

*(Street number and name or Post Office Box information)*



Longmont CO 80502  
(City) (State) (ZIP/Postal Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name  
(if an individual) Gaddis John W.  
(Last) (First) (Middle) (Suffix)

or

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Mailing address

PO Box 978  
(Street number and name or Post Office Box information)

Longmont CO 80502  
(City) (State) (ZIP/Postal Code)  
United States  
(Province - if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

(If the following statement applies, adopt the statement by marking the box and enter the number of shares.)

The corporation is authorized to issue 1,000 common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

Additional information regarding shares as required by section 7-106-101, C.R.S., is included in an attachment.

(Caution: At least one box must be marked. Both boxes may be marked, if applicable.)

6. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_  
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic



statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing the document to be delivered for filing are

Gaddis	John	W.	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
PO Box 978			
<small>(Street number and name or Post Office Box information)</small>			
<hr/>			
Longmont	CO	80502	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
United States			
<small>(Province – if applicable)</small>		<small>(Country)</small>	

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

**Disclaimer:**

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).