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SECRETARY OF STATE
CLERK OF COURTS

Morgan
XQC 10/19/16

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Heartland Treasures, 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:

Lon Worth Crow IV

Contact Person

Lon Worth Crow IV PA

Firm/Company

211 North Commerce Avenue

Address

Sebring, Florida 33870

City/State and Zip Code

lonworthcrow@gmail.com

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

For further information concerning this matter, please call:

Lon Worth Crow IV

Name of Contact Person

At (863) 381-5767

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)
Heartland Treasures, Inc.	Florida	P09000070995
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CWF Enterprises, Inc.	Florida	K01497
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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TALLAHASSEE, FLORIDA

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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 10/4/2016.

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 10/4/2016.

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)

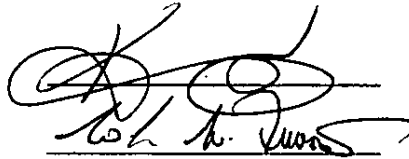
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Heartland Treasures, Inc.



Kelly Furness, PRESIDENT

CWF Enterprises, Inc.

Colin Furness, PRESIDENT

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of ~~August~~ ^{5th Oct} 4, 2016 (herein "Agreement"), is entered into by and between HEARTLAND TREASURES, INC., a Florida corporation (herein "HEARTLAND TREASURES") and CWF ENTERPRISES, INC., a Florida corporation (herein "CWF ENTERPRISES").

RECITALS

This Agreement provides for the merger of CWF ENTERPRISES and HEARTLAND TREASURES with HEARTLAND TREASURES being the surviving corporation. In the merger, one hundred percent (100%) of the issued and outstanding equity securities of CWF ENTERPRISES shall be converted into equity securities of HEARTLAND TREASURES on the terms and conditions set forth in this Agreement.

NOW THEREFORE, in consideration of the foregoing and the mutual agreements contained in this Agreement, CWF ENTERPRISES and HEARTLAND TREASURES hereby agree as follows:

ARTICLE I THE MERGER

1.01 **The Merger.** Upon the terms and conditions set forth in this Agreement, and in accordance with the Florida Business Corporation Act, Section 607.0101 *et seq.*, *Florida Statutes* (2016) (herein "The Act"), CWF ENTERPRISES shall be merged with and into HEARTLAND TREASURES at the on the Effective Date of this Agreement. From and after the Effective Date, the separate corporate existence of CWF ENTERPRISES shall cease and HEARTLAND TREASURES shall continue as the surviving corporation under the name HEARTLAND TREASURES, INC. (herein "Surviving Corporation") and shall succeed to and assume all the rights and obligations of CWF ENTERPRISES in accordance with The Act.

1.02 **Effective Date.** Subject to the provisions of this Agreement, the parties shall file articles of merger in form and substance mutually agreeable to CWF ENTERPRISES and HEARTLAND TREASURES executed in accordance with the relevant provisions of The Act and shall make all other filings or recording required under The Act or Florida law as soon as practicable after the approval of this Agreement by the parties respective boards of directors and shareholders. The merger shall become effective at such time as the Articles of Merger are duly filed with the Florida Secretary of State, or at such later time as the parties shall agree should be specified in the Articles of Merger.

1.03 **Effect of the Merger.** From and after the Effective Date, the Surviving Corporation shall possess all the property, rights, privileges, powers and franchises and be subject to all of the restrictions, debts, liabilities, disabilities, obligations and duties of the Surviving Corporation and CWF ENTERPRISES and the merger shall otherwise have the effects set forth in Section 607.1106 of The Act.

1.04 **Effect on Capital Stock**. At the Effective Date, by virtue of the merger and without any further action on the part of the Surviving Corporation or CWF ENTERPRISES, the each share of the common stock of the Surviving Corporation shall remain outstanding and unchanged after the merger. However, fifty percent (50%) of the outstanding common shares of the Surviving Corporation shall be transferred from Kelly Furness to Colin Furness resulting in the equal ownership of all outstanding common stock of the Surviving Corporation by Kelly Furness and Colin Furness.

1.05 **Directors and Officers of Surviving Corporation**. At the Effective Date, by virtue of the merger and without any further action on the part of the Surviving Corporation, the officers and directors of the Surviving Corporation shall be:

- a) Kelly Furness – President/Secretary/Director
- b) Colin Furness – Vice President/Treasurer/Director

ARTICLE II COVENANTS

2.01 As promptly as practicable the Surviving Corporation and CWF ENTERPRISES shall communicate in writing to all record holders of each parties' common stock its recommendation that the merger and this Agreement be approved by the record holders and will seek approval of the merger and this Agreement by the record holders in accordance with the by-laws.

IN WITNESS WHEREOF, the parties have executed this Agreement as the date first written above.

WITNESS:

CWF ENTERPRISES, INC., a Florida corporation

By: 

Colin Furness, President

Print Name: _____

WITNESS:

HEARTLAND TREASURES, INC., a Florida corporation

By: 

Kelly Furness, President

Print Name: _____

**BOARD OF DIRECTORS RESOLUTION APPROVING
MERGER WITH HEARTLAND TREASURES, INC.**

The Board of Directors at a special meeting voted to approve the merger of CWF Enterprises, Inc. with Heartland Treasures, Inc. and to recommend to the Shareholders of Heartland Treasures, Inc. the approval of the proposed Agreement and Plan of Merger.



Kelly Furness, President

Date: OCT 4, 2016

**SHAREHOLDER APPROVAL OF AGREEMENT
AND PLAN OF MERGER**

The record holders of all outstanding common stock of Heartland Treasures, Inc. at a special meeting voted unanimously to approve the Agreement and Plan of Merger as proposed by the Board of Directors.

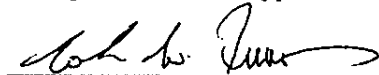


Kelly Furness, President

Date: OCT 4, 2016

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Colin Furness, President

Date: Oct 4, 2016

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Colin Furness, President

Date: Oct 4, 2016