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**MERGER OR SHARE EXCHANGE
EVENTUS CAPITAL, INC.**

Certificate of Status	0
Certified Copy	1
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25
6-17-11

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Eventus Capital, 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:

Seth E. Ellis, Esq.

Contact Person

Ellis Law Group, P.L.

Firm/Company

4755 Technology Way, Suite 205

Address

Boca Raton, FL 33431

City/State and Zip Code

dc@eventuscapitalinc.com

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

For further information concerning this matter, please call:

Seth E. Ellis, Esq.

Name of Contact Person

At (561)

910-7500

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)

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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.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Eventus Capital, Inc.	Nevada	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Eventus Capital, Inc.	Florida	P09000087277

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 June 16, 2011.

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 June 16, 2011.

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)

Name of Corporation

Typed or Printed Name of Individual & Title

David Cohen, President/CEO

David Cohen, President/CEO

PLAN OF MERGER

THIS AGREEMENT, made and entered into this 16th day of June, 2011 by and between **EVENTUS CAPITAL INC.**, a Florida corporation and **EVENTUS CAPITAL INC.**, a Nevada corporation, sometimes hereinafter collectively referred to as the "Constituent Corporations".

RECITALS

A. The Stockholders and Board of Directors of the Constituent Corporations have deemed it advisable that **EVENTUS CAPITAL, Inc.**, a Florida corporation hereinafter also referred to as the "Disappearing Corporation," be merged into **EVENTUS CAPITAL, Inc.**, a Nevada corporation, hereinafter referred to as the "Surviving Corporation" under the laws of the State of Nevada, and

B. Disappearing Corporation is duly organized and existing under the laws of the State of Florida, having been incorporated on the 21st day of October, 2009, has an authorized capital stock consisting of Five Hundred Million (500,000,000) shares of no par value, of which there are now issued and outstanding Two Hundred Fifty Five Million (255,000,000) shares of said stock.

C. **EVENTUS CAPITAL, Inc.**, a Nevada corporation duly organized and existing under the laws of the State of Nevada, having been incorporated on the 16th day of June, 2011 has an authorized capital stock consisting of One Thousand (1,000) shares of no par value.

NOW, THEREFORE, in consideration of the promises and mutual agreements hereinafter contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions hereinafter provided.

1. **Recitals.**

The above recitals are true and correct and incorporated herein.

2. **Agreement of Merger.**

A. It is hereby agreed that the Disappearing Corporation shall merge into the Surviving Corporation. The Articles of Incorporation of the surviving Corporation, shall remain unchanged.

B. The Surviving Corporation agrees to pay to the dissenting shareholders of either constituent corporation complying with the terms of Section 607.1101 of the Florida Statute, the fair value of their shares.

3. **Principal Office of Surviving Corporation.**

The principal office of the Surviving Corporation, shall remain at 712 US Highway One, Suite 301-35, North Palm Beach, FL 33408.

4. **Capitalization of Surviving Corporation.**

The capitalization of the Surviving Corporation, shall remain as is presently authorized, that is, One Thousand (1,000) shares of no par value common stock.

5. **Officers and Directors of Surviving Corporation.**

The members of the Board of Directors and the officers of the Surviving Corporation immediately after the effective time of the merger shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Disappearing Corporation immediately prior to the effective time of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

6. **Registered Agent of Surviving Corporation.**

The Registered Agent of the Surviving Corporation shall be as follows:

CSC Services of Nevada, Inc.
2215-B RENAISSANCE DR
Las Vegas, Nevada 89119

7. **Conveyance of Assets; Assumption of Liabilities.**

A. The Disappearing Corporation hereby agrees, to the extent permitted by law, from time to time, as and when requested by the Surviving Corporation so to do, or by its successors and assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such further or additional actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all property, real and personal, of the

Disappearing Corporation, acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper officers of the Disappearing Corporation have been authorized and directed to take any and all actions that may be necessary to effect such transfers, conveyances and assignments to carry out the purpose of such merger.

B. All assets and interests of any kind whatsoever of the Disappearing Corporation, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation, and the title of any and all property shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Disappearing Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been initially incurred or contracted by it.

8. Ratification by Stockholders and Directors.

This Agreement of Merger and all of the terms and provisions herein contained have been ratified and approved by the Stockholders and Directors of each of the Constituent Corporations.

9. Mode of Effecting Merger.

The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows:

A. Each share of no par value common stock of EVENTUS CAPITAL, Inc., a Florida corporation issued and outstanding on the effective date of the merger and all rights in respect thereof shall, without any action on the part of the shareholder, be completely canceled. The shares of common stock of the Surviving Corporation pursuant to this merger shall be reissued as follows: For every Five Hundred Thousand (500,000) Shares of the Disappearing Corporation, One (1) share of the Surviving Corporation shall be issued to the shareholders of the Disappearing Corporation.

B. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Disappearing Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as

the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

C. Holders of certificates of common stock of the Disappearing Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

10. **Abandonment of Merger.**

This plan of merger may be abandoned by action of the board of directors of either the Surviving or the Disappearing Corporation at any time prior to the effective date.

11. **Effective Date of Merger.**

A. This Merger shall become effective as of earlier the dates of filing in the office of the Secretary of State of Nevada or Florida.

B. Upon the merger becoming effective, the separate existence of the Disappearing Corporation shall cease, except as may be requisite for carrying out the purposes of this Agreement of Merger, or as continued by statute. All of the rights, privileges, Powers, franchises, property and assets of every kind and description of the Disappearing Corporation, shall be vested in and be held and enjoyed by the Surviving Corporation.

12. **Tax Attributes.** The Federal identification number of Eventus Capital, Inc., the Florida corporation, and Disappearing Corporation is 27-1198399; Eventus Capital, Inc., the Nevada corporation, and the Surviving Corporation, is taking the Federal identification number of the cancelled entity, 27-1198399, in accordance with I.R.S. Revenue Ruling 73-526 and all of the tax attributes of the Disappearing Corporation.

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IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereby by their respective Presidents, thereunto duly authorized by the respective Board of Directors and Shareholders of each corporation.

EVENTUS CAPITAL, INC., a Nevada corporation

By: _____

David Cohen, President

EVENTUS CAPITAL, Inc., a Florida corporation

By: _____

David Cohen, President

CERTIFICATE

The undersigned, as Secretary and President, respectively, of EVENTUS CAPITAL, Inc., a Nevada corporation, do hereby certify that the Agreement of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 16th day of June, 2011 pursuant to the laws of the State of Nevada, and (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Stockholders and Directors was present thereat, and that at said meeting the adoption and execution of such Agreement of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Agreement of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Agreement of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals this 16th day of June, 2011.

EVENTUS CAPITAL, INC., a Nevada corporation

By: 
David Cohen, President

CERTIFICATE

The undersigned, as Secretary and President, respectively, of EVENTUS CAPITAL, Inc., a Florida corporation, do hereby certify that the Agreement of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 16th day of June, 2011 pursuant to the laws of the State of Florida, and (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Stockholders and Directors was present thereat, and that at said meeting the adoption and execution of such Agreement of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Agreement of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Agreement of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals this 16th day of June, 2011.

EVENTUS CAPITAL, INC., a Nevada Florida corporation

By: 
David Cohen, President

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