

Florida Department of State
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MERGER OR SHARE EXCHANGE

Folkstory, Inc.

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TALLAHASSEE, FLORIDA

merger/cc
10/31/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Folkstory, 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:

Nathan Quigley
Contact Person

Folkstory, Inc.
Firm/Company

476 Highway A1A, Suite 4D
Address

Satellite Beach, FL 32937
City/State and Zip Code

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

For further information concerning this matter, please call:

Robert G. Schwartz, Jr.
Name of Contact Person

At (617) 556-3826
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

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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)
Folkstory, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Folkstory, Inc.	Florida	P10000035394

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 January 27, 2012

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 January 27, 2012

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

Folkstory, Inc. [FL]

Nathan P. Coughlin

Nathan Quigley, CEO

Folkstory, Inc. [DE]

Nathan J. Emery

Nathan Quigley, CEO

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Folkstory, Inc.

Delaware

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Folkstory, Inc.

Florida

Third: The terms and conditions of the merger are as follows:
Refer to the attached Agreement and Plan of Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares; obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Refer to Article Third of the attached Agreement and Plan of Merger.
(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Refer to the attached Agreement and Plan of Merger.

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is made and entered into this 27th day of January, 2012, by and between Folkstory, Inc., a Delaware corporation ("NewCo"), and Folkstory, Inc., a Florida corporation ("Merging Corporation").

RECITALS

WHEREAS, NewCo and Merging Corporation (collectively, the "Constituent Corporations") desire that Merging Corporation merge with and into NewCo;

WHEREAS, NewCo's Certificate of Incorporation were filed in the office of the Secretary of State of Delaware on January 26, 2012, and NewCo has an authorized (a) 408,792 shares of Common Stock, \$0.0001 par value per share ("NewCo Common Stock"), and (b) 154,165 shares of Preferred Stock, \$0.0001 par value per share ("NewCo Preferred Stock," designated as 77,778 shares of Series F&F Preferred Stock ("NewCo Series F&F Preferred Stock") and 76,387 shares of Series Seed Preferred Stock ("NewCo Series Seed Preferred Stock");

WHEREAS, Merging Corporation's Certificate of Incorporation was filed in the office of the Secretary of State of Florida on April 23, 2010, and Merging Corporation has an authorized (a) 152,778 shares of Common Stock, 0.01 par value per share ("Merging Corporation Common Stock"), and (b) 77,778 shares of Preferred Stock, \$0.01 par value per share ("Merging Corporation Preferred Stock");

WHEREAS, the stockholder and the Board of Directors of NewCo have approved and adopted this Agreement and deems it desirable that Merging Corporation be merged with and into NewCo in accordance with Section 252 of the Delaware General Corporation Law ("DGCL"); and

WHEREAS, the stockholder and the Board of Directors of Merging Corporation have approved and adopted this Agreement in accordance with Section 607.1105 of the Florida Business Corporation Act.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the Constituent Corporations hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

AGREEMENT

FIRST: NewCo hereby agrees to merge with Merging Corporation, and Merging Corporation hereby agrees to be merged with and into NewCo. NewCo shall be the surviving corporation (the "Surviving Corporation") of the Merger, and the name of the Surviving Corporation shall be "Folkstory, Inc."

SECOND: The Certificate of Incorporation of Folkstory, Inc. (NewCo), as in effect on the Effective Date, shall continue in full force and effect as the Certificate of Incorporation of

the Surviving Corporation. The Surviving Corporation shall be governed by the laws of the State of Delaware.

THIRD: The manner of converting the outstanding shares of the capital stock of Merging Corporation into the shares or other securities of the Surviving Corporation shall be as follows:

- (a) Each share of Merging Corporation Common Stock issued and outstanding on the Effective Date shall, by virtue of the Merger and without further action, be converted into one (1) share of NewCo Common Stock, and upon such conversion each share of Merging Corporation Common Stock shall cease to exist.
- (b) Each share of Merging Corporation Preferred Stock issued and outstanding on the Effective Date shall, by virtue of the Merger and without further action, be converted into one (1) share of NewCo Series F&F Preferred Stock, and upon such conversion each share of Merging Corporation Preferred Stock shall cease to exist.
- (c) All treasury shares of Merging Corporation shall cease to exist.

FOURTH: The terms and conditions of the Merger are as follows:

- (a) The Certificate of Incorporation and Bylaws of Surviving Corporation as they shall exist on the Effective Date shall be and remain the Certificate of Incorporation and Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The Board of Directors of Surviving Corporation as of the Effective Date shall continue to manage the Surviving Corporation.
- (c) The Merger shall become effective upon the filing with the Secretary of State of Delaware a Certificate of Merger pursuant to Section 252(c) of the DGCL (the "Effective Date").
- (d) Upon the Effective Date, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of Merging Corporation shall be transferred to, vested and devolved upon Surviving Corporation without further act or deed and all property, rights and every other interest of Surviving Corporation and Merging Corporation shall be as effectively the property of Surviving Corporation as they were of Merging Corporation and Surviving Corporation, respectively. All rights of creditors of Merging Corporation and all liens upon any property of Merging Corporation shall be preserved unimpaired and all debts, liabilities and duties of Merging Corporation shall attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Merging Corporation or the stockholders of Surviving Corporation may, in the name of Merging Corporation, execute,

deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Surviving Corporation may deem necessary or desirable in order to vest in Surviving Corporation title to and possession of any property of Merging Corporation acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intents and purposes hereof, and the stockholders of Surviving Corporation are fully authorized in the name of Merging Corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, the Agreement may be terminated and abandoned by the Board of Directors of the Constituent Corporations at any time prior to the earlier of the dates that the requisite Certificate of Merger is filed in the offices of the Secretary of State of Delaware, provided that an amendment made subsequent to the approval of this Agreement by the stockholders and stockholders of either of the Constituent Corporations shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or in conversion of all or any of the shares of any class or series thereof of either of the Constituent Corporations, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series thereof of either of the Constituent Corporations.

SIXTH:

(a) This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Delaware.

(b) Surviving Corporation and Merging Corporation each agrees to execute and deliver such other documents, certificates, agreements and other writings and to take such other actions as may be necessary or desirable in order to consummate or implement the transactions contemplated by this Agreement.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective stockholders and Boards of Directors, have caused these presents to be executed and attested to by the appropriate officers and stockholders of each party hereto as the respective act, deed and agreement of each of said corporations, on this 27th day of January, 2012.

FOLKSTORY, INC. (a Delaware corporation)

FOLKSTORY, INC. (a Florida corporation)

By:

Name: Nathan Quigley

Title: Chief Executive Officer

By:

Name: Nathan Quigley

Title: Chief Executive Officer