

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
CAG HOLDINGS OF SW FLORIDA, INC.**

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Page Count	03
Estimated Charge	\$78.75

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Corporate Filing Menu

Help

Merger
6-2-10

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FBI/DOJ**ARTICLES OF MERGER**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Florida Statutes Section 607.1105.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CAG HOLDINGS OF SW FLORIDA, INC.	Florida	P10000046312

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CAG HOLDINGS, INC.	Ohio	200935100567

THIRD: The Agreement and 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.

FIFTH: The Agreement and Plan of Merger was adopted by the shareholders of the surviving corporation on the 30th day of May, 2010.

SIXTH: The Agreement and Plan of Merger was adopted by the shareholders of the merging corporation on the 30th day of May, 2010.

CAG HOLDINGS OF SW FLORIDA, INC.,
a Florida corporation

By: 

Christopher A. Gross, President

CAG HOLDINGS, INC.,
an Ohio corporation

By: 

Christopher A. Gross, President

FAX AUDIT NO.: H10000128132 3

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AGREEMENT AND PLAN OF MERGER

The following Agreement and 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, as part of a tax-free reorganization under Internal Revenue Code Section 368(a)(1)(F) to effect the mere change of the state of organization of the merging corporation to Florida.

FIRST: The name and jurisdiction of the surviving corporation is: CAG Holdings of SW Florida, Inc., a Florida corporation.

SECOND: The name and jurisdiction of the merging corporation is: CAG Holdings, Inc., an Ohio corporation.

THIRD: The terms and conditions of the merger are as follows:

1. **Merger.** In accordance with the provisions of the Ohio Business Corporation Act and the Florida Business Corporation Act, CAG Holdings, Inc. ("CAG"), shall merge with and into CAG Holdings of SW Florida, Inc. (the "Corporation") (the "Merger"), the separate existence of CAG shall cease, and the Corporation shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. **Effective Date.** The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. **Effect of Merger.** The Merger shall have the effect set forth in the Florida Business Corporation Act.

4. **Surviving Shareholders.** The Shareholders of the Surviving Entity as of the Effective Date shall remain the Shareholders of the Surviving Entity following the Effective Date.

5. **Surviving Officers.** The officers of the Surviving Entity, in office immediately prior to the Effective Date, shall continue to be the officers of the Surviving Entity after the Merger and shall hold office in accordance with the Bylaws of the Surviving Entity.

6. **Service of Process in Ohio.** The Surviving Entity hereby consents to be sued and served with process in the state of Ohio and irrevocably appoints the Ohio Secretary of State as its agent to accept service of process in any proceeding within Ohio to be enforced against the Surviving Entity for any obligation of the merging entity. There are no dissenting shareholders in the merging entity.

FAX AUDIT NO.: H10000128132 3

FAX AUDIT NO.: H10000128132 3

FOURTH:

A. The manner and basis of converting the shares of the merging party into shares of the Surviving Entity, in whole or in part, into cash or other property are as follows:

Immediately prior to the Effective Date, one hundred percent (100%) of the issued and outstanding shares of common stock of the merging party are owned by the same shareholders who own one hundred percent (100%) of the issued and outstanding shares of common stock of the Surviving Entity. Upon the Effective Date, each share of common stock of the merging party then outstanding shall be cancelled. Each share of common stock of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent a share of common stock of the Surviving Entity following the Merger.

B. The manner and basis of converting rights to acquire the interest, shares, obligations or other securities of the merging party into rights to acquire the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

There are no authorized or outstanding rights to acquire interests, shares, obligations or other securities of the merging party. Therefore, there is no manner or basis of converting rights to acquire interests, shares, obligations or other securities of the merging party into rights to acquire interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.