

P10000047289

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**MERGER OR SHARE EXCHANGE
GREEN STATES ENERGY, INC.**

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ARTICLES OF MERGER

of

GREEN STATES ENERGY, INC.
(a Florida corporation)

with and into

GREEN STATES ENERGY, INC.
(a Delaware corporation)

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 is Green States Energy, Inc., a Delaware corporation.

SECOND. The name of the corporation being merged into this surviving corporation is Green States Energy, Inc., a Florida corporation whose document number is P100000047289.

THIRD: The Agreement and Plan of Merger is attached.

FOURTH: The merger is to become effective on the filing of this Certificate of Merger.

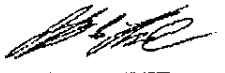
FIFTH: The Agreement and Plan of Merger was adopted by the board of directors of the surviving corporation on December 14, 2011.

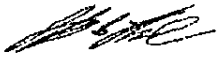
SIXTH: Shareholder approval of the Agreement and Plan of Merger by the merging corporation was not required.

IN WITNESS WHEREOF, said corporations have caused this certificate to be signed by an authorized officer, the 14th day of December, 2011.

GREEN STATES ENERGY, INC.
a Delaware corporation

GREEN STATES ENERGY, INC.
a Florida corporation

By: 
Name: Jeff Lord
Title: President

By: 
Name: Jeff Lord
Title: President

AGREEMENT AND PLAN OF MERGER**OF****GREEN STATES ENERGY, INC.**
(a Florida corporation)**INTO****GREEN STATES ENERGY, INC.**
(a Delaware corporation)
(the Surviving Corporation)

This Agreement and Plan of Merger, dated as of December 14, 2011, is made by and between Green States Energy, Inc., a Florida corporation ("GSE Florida"), and Green States Energy, Inc., a Delaware corporation ("GSE Delaware," GSE Florida and GSE Delaware may collectively be referred to herein as the "Constituent Entities").

WHEREAS, GSE Florida is a corporation duly organized and in good standing under the laws of the State of Florida;

WHEREAS, GSE Delaware is a corporation duly organized and in good standing under the laws of the State of Delaware, and is the wholly-owned subsidiary of GSE Florida; and

WHEREAS, the (i) board of directors and shareholders of GSE Florida, and (ii) the board of directors and shareholders of GSE Delaware, have each determined that it is advisable that GSE Florida be merged with and into GSE Delaware as provided for herein (the "Merger");

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties agree that GSE Florida shall be merged with and into GSE Delaware, on the following terms and conditions and in accordance with the following Plan of Merger:

PLAN OF MERGER**ARTICLE I****PARTIES AND EFFECTIVE DATE**

A. Parties. Upon the Effective Time (as hereinafter defined), GSE Florida shall be merged with and into GSE Delaware in accordance with the applicable statutes of the State of Florida and the State of Delaware and upon the terms and provisions of this Agreement and Plan of Merger. GSE Delaware shall be the surviving corporation and shall sometimes be referred to herein as the "Surviving Corporation." Upon the Effective Time, the Surviving Corporation's name shall continue to be Green States Energy, Inc.

B. Effective Time. The Constituent Entities shall cause to be executed and filed in the office of the Secretary of State of the State of Delaware a Certificate of Merger pursuant to Section 252 of the Delaware General Corporation Law and in the office of the Department of State of Florida Articles of Merger pursuant to Section 607.1107 of the Florida Business Corporation Act. The Effective Date and Time of the statutory merger described herein shall be upon the filings of the Certificate of Merger and the Articles of Merger (the "Effective Time"). The Constituent Entities shall do all such acts and things as shall be necessary and desirable in order to effectuate the Merger.

ARTICLE II
CERTIFICATE OF INCORPORATION,
BYLAWS, OFFICERS AND DIRECTORS

A. Certificate of Incorporation. The Certificate of Incorporation of GSE Delaware in effect immediately prior to the Effective Time shall continue to be the Certificate of Incorporation of the Surviving Corporation until such time as it may be further altered or amended in accordance with the Delaware General Corporation Law and other applicable law.

B. Bylaws. The Bylaws of GSE Delaware in effect immediately prior to the Effective Time shall continue to be the Bylaws of the Surviving Corporation until such time as they may be altered, amended or repealed in accordance with the Delaware General Corporation Law, the Bylaws and other applicable law.

C. Officers and Directors. The officers and directors of GSE Delaware in office immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation until such time as they may be changed in accordance with the Bylaws and other applicable law.

ARTICLE III
CAPITAL STOCK, CANCELLATION OF SHARES

A. Upon the Effective Time, each share of the capital stock of GSE Florida outstanding on the Effective Time shall be exchanged for an equivalent share of the capital stock of GSE Delaware, such that the shareholders and the amount and types of shares of capital stock issued and outstanding by GSE Delaware immediately following the Merger shall be the same as the shareholders and the amount and types of shares of capital stock issued and outstanding by GSE Florida immediately prior to the Merger, with each share of GSE Delaware capital stock having the same rights, privileges and obligations as the equivalent share of GSE Florida capital stock (the "Share Exchange"). Immediately after the Share Exchange, all issued and outstanding shares of GSE Florida shall forthwith cease to exist and be canceled. Any and all shares of GSE Delaware that were issued to GSE Florida prior to the Effective Time shall forthwith cease to exist and be canceled upon the Effective Time.

B. Any and all warrants or options to purchase the capital stock of GSE Florida that are outstanding at the Effective Time shall remain outstanding and be treated as warrants or options

to purchase the capital stock of GSE Delaware.

C. No shares or securities of any other corporation, no cash, and no other property of any nature will be issued or exchanged as a result of the merger.

ARTICLE III

EFFECT OF MERGER

The effect of the merger shall be as provided in the applicable laws of the State of Florida and the State of Delaware. Without limiting the foregoing, from and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Entities.

ARTICLE IV

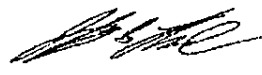
ABANDONMENT

Provided that neither of the Certificate of Merger nor the Articles of Merger referred to in Article I, Section B hereof have yet been filed, this Agreement and Plan of Merger may be terminated and abandoned at any time by the action of the Board of Directors of either of the Constituent Entities, respectively, without shareholder action by either of the Constituent Entities, respectively. In the event of termination and abandonment as so provided, written notice shall forthwith be given to each of the Constituent Entities and placed in the records of the meetings of the board of directors of each of the Constituent Entities, respectively.


[Signature page follows]

IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers on the date first set forth above.

GREEN STATES ENERGY, INC.
(the Florida corporation)

By: 
Name: Jeffrey Lord
Title: President

GREEN STATES ENERGY, INC.
(the Delaware corporation)

By: 
Name: Jeffrey Lord
Title: President