

P11000016059

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

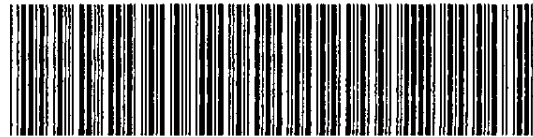
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800197242958

03/09/11--01026--026 **113.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR -9 AM 11:43

T. HAMPTON
MAR 10 2011
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: International Energy Holdings Corp.
Name of Surviving Party

Please return all correspondence concerning this matter to:

Christopher C. Todd, Esq.
Contact Person

McIntyre, Panzarella, Thanasides, et al.
Firm/Company

400 N. Ashley Drive, Suite 1500
Address

Tampa, FL 33602
City, State and Zip Code

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

For further information concerning this matter, please call:

Christopher C. Todd at (813) 899-6059
Name of Contact Person Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

March 8, 2010

Reply to:
400 N. Ashley Drive
Suite 1500
Tampa, Florida 33602

Via FedEx

Florida Department of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger for International Energy Holdings Corp.


Dear Sir or Madam:

Enclosed please find the following in connection with the above referenced merger:

- (i) the Articles of Merger for International Energy Holdings Corp., a Florida corporation, that contain the plan of merger for the merger of Bison Renewable Energy, LLC, a Minnesota limited liability company, and The Cornerstone Brad, LLC, a Minnesota limited liability company, into the surviving entity, International Energy Holdings Corp. (formerly known as International CRO Holdings Corp.), a Florida corporation;
- (ii) a self-addressed stamped envelope. Please issue a certificate of merger to my attention at the address above in care of the surviving entity, International Energy Holdings Corp.; and
- (iii) a check for \$113.75 for 3 parties (3 x \$35 = \$105) plus \$8.75 for a certified copy.

Should you have any questions or comments, please contact our office.

Sincerely,



Christopher C. Todd, Esq.

CCT/smw

Enclosure as stated above

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
International Energy Holdings Co. ^{rf}	Florida	Corporation P11000016059
Bison Renewable Energy, LLC	Minnesota	LLC
The Cornerstone Brad, LLC	Minnesota	LLC
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
International Energy Holdings Co. ^{rf}	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

N/A

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

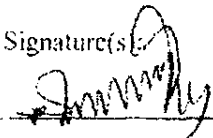
N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

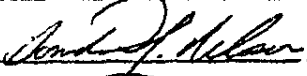
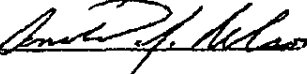
Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
International Energy Holdings Corp.		Murty S. Azzarapu
Bison Renewable Energy, LLC		
The Cornerstone Brad, LLC		

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
International Energy Holdings Co ^{RP}		
Bison Renewable Energy, LLC		Donald J. Nelson
The Cornerstone Brad, LLC		Donald J. Nelson

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
International Energy Holdings Corp. ¹	Florida	Corporation
Bison Renewable Energy, LLC	Minnesota	LLC
The Cornerstone Brad, LLC	Minnesota	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
International Energy Holdings Corp.	Florida	Corporation

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

On the effective date of the merger, 20% of the common stock of International Energy Holdings Corp.*, the surviving entity, will be transferred to Bison Energy Equity, LLC, a Minnesota corporation, all of the outstanding membership interest in Bison Renewable Energy, LLC, a Minnesota corporation ("BRE") shall be exchanged on a pro rata basis for 50% of the membership interest in Bison Energy Equity, LLC, all of the outstanding membership interest in The Cornerstone Brad, LLC, a Minnesota corporation ("TCB") shall be exchanged on a pro rata basis for 50% of the membership interest in Bison Energy Equity, LLC, and the separate existence of BRE and TCB shall cease.

*formerly known as "International CRO Holdings Corp."

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Article Three above.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Article Three Above.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

By filing these Articles of Merger, International Energy Holdings Corp. agrees
(i) to be served with process in Minnesota in a proceeding for the enforcement of
an obligation of a constituent organization and in a proceeding for the enforcement
of the rights of a dissenting owner of an ownership interest of a constituent
organization against International Energy Holdings Corp., (ii) to the irrevocable
appointment of the secretary of state of the State of Minnesota as its agent to
accept service of process in any proceeding, which process may be forwarded
[Article Seven continued on attached]

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

No amendments to the articles of incorporation of International Energy
Holdings Corp. are proposed as part of the merger.

(Attach additional sheet if necessary)

**Articles of Merger
For International Energy Holdings Corp.**

CONTINUATION SHEET

Article Seventh

“to Christopher C. Todd, Esq., McIntyre, Panzarella, Thanasides, Hoffman, Bringgold, & Todd, P.L., 400 N. Ashley Drive, Suite 1500, Tampa, FL 33602, and (iii) that it will promptly pay to any dissenting members of each constituent domestic Minnesota limited liability company the amount, if any, to which they are entitled under section 322B.386 of the Minnesota Statutes.”

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR -9 AM 11:43