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# **BOYD & MARKS, L.L.C.**

Attorneys & Counselors at Law

JOEL E. BOYD

Douglas D. Marks

360 North Babcock Street, Suite 104 Melbourne, Florida 32935 Telephone: (321) 255-0600 Facsimile: (321) 255-0606

February 18, 2013

## **VIA FEDERAL EXPRESS**

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

Re: Articles of Merger of Ecosafari Technologies, Inc., into Florida Ecosafaris

at Forever Florida, Inc. ("Articles of Merger")

Dear Sir:

Enclosed are the original and four (4) copies of the above-referenced Articles of Merger together with a check for \$105.00 for the \$70.00 filing fee and \$35.00 certified copy fee.

Please contact my office with any questions and forward the four (4) certified copies of the Articles of Merger to the undersigned at the address above indicated.

Very truly yours,

JOEL E. BOYD

JEB/ig Enclosures

# ARTICLES OF MERGER OF ECOSAFARI TECHNOLOGIES, INC. INTO FLORIDA ECOSAFARIS AT FOREVER FLORIDA, INC.



ARTICLES OF MERGER between ECOSAFARI TECHNOLOGIES, INC., a Florida corporation and FLORIDA ECOSAFARIS AT FOREVER FLORIDA, INC., a Florida corporation.

Under §607.1105 of the Florida Business Corporation Act (the "Act"), ECOSAFARI TECHNOLOGIES, INC., and FLORIDA ECOSAFARIS AT FOREVER FLORIDA, INC., adopt the following Articles of Merger.

- 1. The Agreement and Plan of Merger dated February 12, 2013 ("Plan of Merger"), between ECOSAFARI TECHNOLOGIES, INC., and FLORIDA ECOSAFARIS AT FOREVER FLORIDA, INC., was approved and adopted by the shareholders of ECOSAFARI TECHNOLOGIES, INC., on February 12, 2013 and was adopted by the shareholders of FLORIDA ECOSAFARIS AT FOREVER FLORIDA, INC., on February 12, 2013.
- 2. Under the Plan of Merger, all issued and outstanding shares of ECOSAFARI TECHNOLOGIES, INC., stock will be acquired by means of a merger of ECOSAFARI TECHNOLOGIES, INC., into FLORIDA ECOSAFARIS AT FOREVER FLORIDA, INC., with FLORIDA ECOSAFARIS AT FOREVER FLORIDA, INC., being the surviving corporation ("Merger").
- 3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Department of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on February 12, 2013.

**ECOSAFARI TECHNOLOGIES, INC.** a Florida corporation

FLORIDA ECOSAFARIS AT FOREVER FLORIDA, INC. a Florida corporation

STATE OF FLORIDA **COUNTY OF BREVARD** 

one) is personally known to me, United States within the last five (	ent was acknowledged before me this day of DUSSARD. Said person did not take an oath and (check produced a driver's license (issued by a state of the (5) years) as identification, or produced other
identification, to wit:	W S
JOEL E. BOYD NOTARY PUBLIC	Print Name: Toel F. Boud Notary Public, State of FLORIDA
STATE OF FLORIDA Comm# EE129251 Expires 9/25/2015	Commission No.:  My Commission Expires:

## **EXHIBIT "A"**

## PLAN OF MERGER

This Plan of Merger between FLORIDA ECOSAFARIS AT FOREVER FLORIDA, INC., a Florida corporation (the "Surviving Corporation") and ECOSAFARI TECHNOLOGIES, INC., a Florida corporation (the "Disappearing Corporation") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act (the "Act").

- 1. <u>Articles of Incorporation</u>. The Articles of Incorporation of Surviving Corporation, as in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.
- 2. <u>Distribution to Shareholders of the Constituent Corporations</u>. On the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of Surviving Corporation in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.
- 3. <u>Satisfaction of Rights of Disappearing Corporation Shareholders</u>. All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of the converted shares.
- 4. <u>Effect of Merger</u>. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.
- 5. <u>Supplemental Action</u>. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to vest, perfect, confirm, or record the title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.
- 6. Filing with the Florida Department of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and on execution this Plan shall be deemed incorporated by

reference into the Articles of Merger as if fully set forth in the Articles and shall become an exhibit to the Articles of Merger. Thereafter, the Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Department of State. In accordance with \$607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

- 7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations that is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.
- 8. <u>Termination</u>. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.