

P11000089055

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Merge

FILED
12 MAR 27 AM 10:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAR 29 2012

T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BAQ INTERNATIONAL CORP
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

PIA BOMBARDIER

Contact Person

FISCHER & RITCHEY, LLP

Firm/Company

950 BOARDWALK, STE 201

Address

SAN MARCOS, CA 92078

City/State and Zip Code

germantrujillo@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

PIA BOMBARDIER

Name of Contact Person

At (760)

471-1100

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

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.

FILED
12 MAR 27 AM 10:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>BAQ INTERNATIONAL CORP</u>	<u>FLORIDA</u>	<u>P11000089055</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>IGLOW, INC.</u>	<u>CALIFORNIA</u>	<u>C3306899</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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 NOVEMBER 7, 2011.

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 NOVEMBER 7, 2011.

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)

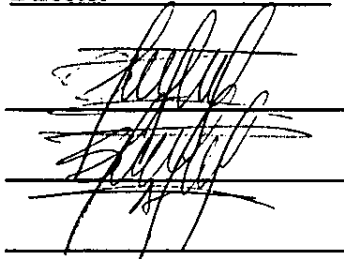
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

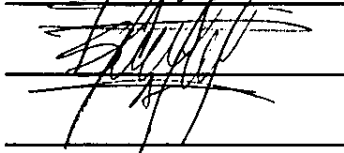
Typed or Printed Name of Individual & Title

Iglow, Inc.



SHIRLEY WEHDEKING, President

BAQ International Corp



SHIRLEY WEHDEKING, President

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

BAQ INTERNATIONAL CORP

FLORIDA

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

IGLOW, INC.

CALIFORNIA

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

(See Attachment)

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:

(See Attachment)

(Attach additional sheets if necessary)

PLAN OF MERGER FOR IGLOW, INC A CALIFORNIA CORPORATION

The following is the Plan of Merger for IGLOW, INC, a California Corporation ("Corporation"), and is submitted for approval by the Board to the Shareholders of the Corporation, to merge the Corporation from a domestic California stock corporation into a Florida profit corporation.

1. The name of the existing Corporation to be merged is: IGLOW, INC.
2. The name of the surviving Florida profit corporation is: BAQ INTERNATIONAL CORP
3. The jurisdiction of the law that will govern the Corporation is: Florida
4. Once merged, the Corporation shall become and do business under the BAQ INTERNATIONAL CORP name. The Corporation shall maintain its current Shareholders and current Board structure and organization. The Corporation shall maintain its current Bylaws unless required to change due to Florida law, but only upon approval of the Board and the Shareholders.
5. The current ownership rights and percentages shall remain the same once merged.
6. The full text of the documents that will control the Corporation once it is merged shall remain the same, unless required to be changed by Florida law, but will only be so changed upon the approval of the Shareholders and the Board.
7. Once the Corporation is merged to a Florida stock corporation, its status as a California domestic corporation shall be dissolved.

ACTION BY DIRECTORS
OF
IGLOW, INC.
WITHOUT A MEETING

Pursuant to California Corporation Section 307(b), the undersigned directors of IGLOW, INC., a California corporation, hereby consent to the following actions without a meeting:

RESOLUTION AUTHORIZING
PLAN OF MERGER

WHEREAS, due to the current and proposed future business activities of the Corporation mainly being conducted in Florida, and the cost of maintaining a presence in each state, it is the opinion of the directors that it is in the best interest of this Corporation and its Shareholders that the corporation merge from a domestic California entity into a Florida profit corporation and its status as a domestic California entity be dissolved, be it

RESOLVED, that the Board of the Corporation adopts the Plan of Merger attached hereto, and pursuant to the Plan of Merger, the Corporation shall be merged into a Florida profit corporation, and that its corporate status with the State of California be dissolved, and

RESOLVED FURTHER, that the Board of Directors recommends that the Plan of Merger be adopted by the Shareholders of the Corporation: and

RESOLVED FURTHER, that the Officers of this Corporation are authorized and directed to take such action and to execute such documents as they may deem necessary or proper to carry out the purpose and intent of the foregoing resolutions, upon approval of the Shareholders of the Corporation adopting the Plan of Merger.

This resolution is dated and effective as of November 7, 2011.



SHIRLEY WEHDEKING, Director

ACTION BY SHAREHOLDERS
OF
IGLOW, INC.
WITHOUT A MEETING

Pursuant to California Corporation Section 603, the undersigned shareholders of IGLOW, INC., a California corporation, hereby consent to the following action without a meeting:

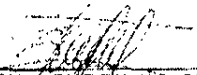
RESOLUTION ADOPTING
PLAN OF MERGER

WHEREAS, it is in the best interest of IGLOW, INC. to merge into a Florida profit corporation, it is

RESOLVED, that the Corporation adopt the Plan of Merger and that the Corporation shall be merged into BAQ INTERNATIONAL CORP, a Florida profit corporation, and that its corporate status with the State of California shall be dissolved:

FURTHER RESOLVED, that the Officers of this Corporation are authorized and directed to take such action and to execute such documents as they may deem necessary or proper to carry out the purpose and intent of the foregoing resolutions.

This resolution is dated and effective as of November 7, 2011



SHIRLEY WENDEKING, Shareholder
10,000 Shares