

P11000102350

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 APR 24 PM 2:29

Merger

APR 25 2013

T. BROWN

Straw Life, Inc.
P.O. Box 424
Branford, FL 32008
PH (386)935-2850
FX (386)935-0045
strawlife01@gmail.com

March 01, 2013

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Corporate Merger of Suwannee Pine Straw, Inc. into Straw Life, Inc.

The enclosed Articles of Merger, with attached Plan of Merger, along with the required fee are hereby submitted for filing.

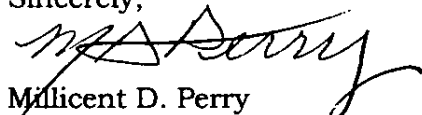
Please return all correspondence concerning this matter to the following:

Millicent D. Perry
Straw Life, Inc.
PO Box 424
Branford, FL 32008
strawlife01@gmail.com

For immediate contact you can reach Millicent at (386)935-2850, Monday thru Friday, 9:AM to 5:PM.

Additionally, I am requested a certified copy. Therefore, I have added an additional \$8.75 to my payment. I am also included an additional copy of my documents, as required when requesting a certified copy.

Sincerely,



Millicent D. Perry
Vice-President, Secretary

Millicent D. Perry
Straw Life, Inc.
PO Box 424
Branford, FL 32008

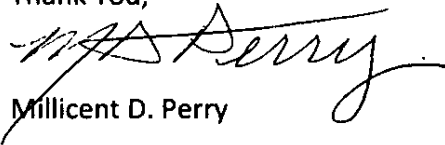
April 19, 2013

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Merger of Suwannee Pine Straw, Inc. into Straw Life, Inc.
Ref. Number: P11000102350

Per your Letter Number 513A00006286, dated March 18, 2013, Suwannee Pine Straw, Inc. has been reactivated and we wish for you to go ahead and process our Application for Merger as requested.

Thank You,



Millicent D. Perry

See Attached Documents

RECEIVED
13 APR 24 AM 9:16
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 18, 2013

MILLICENT D PERRY
STRAW LIFE, INC.
PO BOX 424
BRANFORD, FL 32008

SUBJECT: STRAW LIFE, INC.
Ref. Number: P11000102350

We have received your document for STRAW LIFE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

All corporations merging must be active on our records. Suwannee Pine Straw, Inc., was administratively dissolved for failure to file its 2012 annual report in a timely manner. To reinstate the entity, you must file the reinstatement, and pay the appropriate fees, at the Division of Corporations website, www.sunbiz.org.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 513A00006286

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 APR 24 PM 2:29

ARTICLES OF MERGER
of
Suwannee Pine Straw, Inc.,
A Florida Corporation
into
Straw Life, Inc.,
A Florida Corporation

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

1. The name of the corporation surviving the merger is Straw Life, Inc., a Florida Corporation, Document Number P11000102350 ("Surviving Corporation").

2. The name of the merging corporation is Suwannee Pine Straw, Inc. a Florida Corporation, Document Number P 10000044378 ("Merging Corporation").


3. The Plan of Merger ("Plan of Merger") is set forth in Exhibit A attached hereto and made a part hereof.

4. The merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of Florida.

5. The Plan of Merger was adopted by the shareholders holding majority of the issued and outstanding voting stock of the Surviving Corporation on February 20, 2013, which vote is sufficient for approval of the merger.

6. The Plan of Merger was adopted by the member holding all of the issued and outstanding voting stock of the Merging Corporation on February 20, 2013, which vote is sufficient for approval of the merger.

STRAW LIFE, INC.,
a Florida Corporation

By: 
Verlin R. Sherrell, President

By: 
Millicent D. Perry, Vice-President, Secretary

SUWANNEE PINE STRAW, INC.
a Florida Corporation

By: 
Millicent D. Perry, President

Exhibit A

PLAN OF MERGER
of
Straw Life, Inc. ("Surviving Corporation")
and
Suwannee Pine Straw, Inc. ("Merging Corporation")

Page 1 of 3

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes and in accordance with the laws of the State of Florida.

1. The name of the corporation surviving the merger is Straw Life, Inc., a Florida corporation, Document Number P11000102350 (the "Surviving Corporation").

2. The name of the corporation merging into the Surviving Corporation is Suwannee Pine Straw, Inc., a Florida Corporation, Document Number P 10000044378 (the "Merging Corporation").

3. The Merging Corporation is a Florida Corporation organized under the laws of the State of Florida, but currently in ~~inactive~~ status due to a cease in business activity on November 9, 2011. The Merging Corporation has a capitalization of one hundred shares currently issued and outstanding, but with no current value. No warrants or other rights to acquire shares of the Merging Corporation currently are outstanding. **REACTIVATED 4-15-2013*

4. The Surviving Corporation is a Florida Corporation organized and validly existing under the laws of the State of Florida, with a capitalization of one hundred shares with a current par value of one thousand nine hundred forty dollars (\$1,940.00) per share ("Surviving Stock").

Terms of Plan

1. Merger. The Merging Corporation shall merge with and into the Surviving Corporation, with the Surviving Corporation being the corporation surviving the merger.

2. Terms and Conditions. On the Effective Date of the merger (as defined herein), the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, franchises, and property, real, personal and mixed, of the Merging Entity without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

PLAN OF MERGER
of
Straw Life, Inc. ("Surviving Corporation")
and
Suwannee Pine Straw, Inc. ("Merging Corporation")

Page 2 of 3

3. Business Purpose. In the judgment of each of the Merging Corporation's Board of Directors and the Surviving Corporation's Board of Directors, it is acceptable by both that no reorganization of the Surviving Corporation be necessary but that a Meeting of the Merging Corporation's Board of Directors and the Surviving Corporation's Board of Director's, both resolving to approve the merger, as well as Articles of Merger, shall be acceptable.

4. Pro Rata Issuance of Shares. On the Effective Date, by virtue of the Merger, the current and sole holder of all units in the Merging Corporation having proven, via "assets verses liabilities", that the outstanding shares of the Merging Corporation have been resolved to have no current value, and further, said shareholder is currently a holder of one-half of the units in the Surviving Corporation, no further action concerning share transfer or issuance of additional shares shall be necessary. All shares of the Merging Corporation shall become completely cancelled and nonassessable upon the point of merger.

All one hundred shares of Surviving Stock of the Surviving Corporation, in all respects including but not limited to ownership, quantity, par value, etc., shall remain as is and continue to be subject to the existing bylaws, articles, amendments, meetings, etc. of the existing books of the Surviving Corporation and shall be handled on those books accordingly by the Secretary of the Surviving Corporation in compliance with the laws of the State of Florida. To summarize, per paragraph "4." above, no additional stock shall roll-over from the Merging Corporation into the Surviving Corporation as the stock of the Merging Corporation has no value at the point of merger.

5. Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the Effective Date, until amended pursuant to the provisions of Florida law.

6. Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date, until amended pursuant to the provisions of Florida law.

7. Officers and Directors. The directors and officers of the Surviving Corporation on the Effective Date shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

PLAN OF MERGER
of
Straw Life, Inc. ("Surviving Corporation")
and
Suwannee Pine Straw, Inc. ("Merging Corporation")

Page 3 of 3

8. Approval of Agreement. This Agreement of Merger shall be approved by the holders of a majority of the issued and outstanding shares of the Surviving Corporation and the holders of majority of the issued and outstanding shares of the Merging Corporation.

9. Effective Date of Merger. The effective date ("Effective Date") of this merger shall be the date of filing of Articles of Merger with the Secretary of State of Florida.

10. Dissenters' Rights. There are no dissenters' rights available to the shareholders of either the Merging Corporation or the Surviving Corporation under Florida law.

11. Amendment/Abandonment of Plan. The Merging Corporation's Board of Directors and the Surviving Corporation's Boards of Directors may amend or abandon this Plan of Merger at any time prior to the Effective Date.

IN WITNESS WHEREOF, each of the Merging Corporation and the Surviving Corporation have adopted this Merger as of this 20th day of February and year of 2013, to become effective as provided for herein.

"SURVIVING CORPORATION"

Straw Life, Inc.
a Florida Corporation

By: 

Millicent D. Perry
Vice-President, Secretary
50% Shareholder

By: 

Verlin R. Sherrell
President
50% Shareholder

"MERGING CORPORATION"

Suwannee Pine Straw, Inc.
a Florida Corporation

By: 

Millicent D. Perry
President
100% Shareholder