

P12000036299

(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



700256031207

01/27/14--01050--010 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 JAN 27 AM 11:47

FEB 4 2015
JUL 4 03 PM
T. J. LEMIEUX
M. J. ger

M. MORT SWAIM, P.C.

LAW OFFICES

235 West Laurel Avenue ♦ Foley, Alabama 36535-1918
(251) 943-3999 ♦ Facsimile (251) 943-3137 ♦ E-mail: swaimlaw@gulftel.com

January 24, 2014

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Via Federal Express

Re: Merger of Sportco, Inc. (Florida) into Gulf Coast Organic, Inc. (Alabama)

Dear Sir or Madame:

It is my privilege to represent Gulf Coast Organic, Inc. Enclosed for processing with your office are the following items:

1. Original duly executed Articles of Merger.
2. Additional copy of #1 for you to certify for my office.
3. \$78.75 check payable to Florida Department of State.
4. Stamped return envelope for #2.

Please date stamp the Certificate of Merger for January 27, 2014. If you have any questions, please feel free to contact me. Thank you very much for assistance in this matter.

Respectfully yours,



M. MORT SWAIM
For the Firm

MMS/slm

Enclosures as noted

cc: Mr. Patrick Chapman (w/o encl.) Via email only

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Gulf Coast Organic, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

M. Mort Swaim

Contact Person

M. Mort Swaim, P.C.

Firm/Company

235 West Laurel Avenue

Address

Foley, Alabama 36535-1918

City/State and Zip Code

swaimlaw@gulftel.com

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

For further information concerning this matter, please call:

Mort Swaim

Name of Contact Person

At (251)

943-3999

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.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Gulf Coast Organic, Inc.</u>	<u>Alabama</u>	<u></u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Sportco, Inc.</u>	<u>Florida</u>	<u>P98000103564</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>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 JAN 27 PM 11:47

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 01 / 27 / 2014 (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 01/24/2014.

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 01/24/2014.

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

Gulf Coast Organic, Inc.

John P. Cheyone

John P. Chapman, President

Sportco, Inc.

Handwritten signature

Bodie J. Boudreaux, 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:

<u>Name</u>	<u>Jurisdiction</u>
Gulf Coast Organic, Inc.	Alabama

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

<u>Name</u>	<u>Jurisdiction</u>
Sportco, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

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

The assets of SPORTCO, INC. shall be reported in the accounts of GULF COAST ORGANIC, INC. at their book value on the effective date of the merger. The aggregate pre-merger stated capital, capital surplus and earned surplus of SPORTCO, INC. and GULF COAST ORGANIC, INC. shall be, respectively, the stated capital, capital surplus and earned surplus of GULF COAST ORGANIC, INC. immediately after the merger. The liabilities of SPORTCO, INC. shall become the liabilities of GULF COAST ORGANIC, INC., which expressly assumes such liabilities. The Articles of Incorporation and Bylaws of GULF COAST ORGANIC, INC. shall continue to be the Articles of Incorporation and Bylaws of the surviving corporation, unless and until amended as provided by law.

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:

1 share of GULF COAST ORGANIC, INC. shall be issued for every 2.22 shares of SPORTCO, INC. surrendered. All shares are to be surrendered by January 27, 2014.

(Attach additional sheets if necessary)