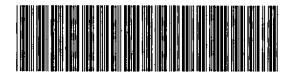
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#### M. MORT SWAIM, P.C.

#### 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 Corpor						
SUBJI	ECT:	Gulf Coa	st Organio	c. Inc.			
		Name of Survivi		-1.			
	nclosed Articles of M				ng:		
		ort Swaim act Person		_			
		Swaim, P.C.		_			
<del></del>		Laurel Avenue		-			
		ama 36535-1918 ate and Zip Code		-			
E.	swaimlaw mail address: (to be used	@gulftel.com for future annual repo	rt notification)	_			
For fu	rther information cor	cerning this matter	, please call:				
	Mort S		At (_	251	)	943-3999 & Daytime Telephone Number	<del></del>
<b>V</b> 0			d an additiona			cument if a certified copy is re	quested)
	STREET ADDRES Amendment Section Division of Corpora Clifton Building 2661 Executive Cer Tallahassee, Florida	tions ter Circle		Amen Divisi P.O. I	ndment S ion of Co Box 6327	orporations	

## **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.

Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
Gulf Coast Organic, Inc.	Alabama	
Second: The name and jurisdiction	of each merging corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
Sportco, Inc.	Florida	P98000103564
		14 JAN 27 F
Third: The Plan of Merger is attac	hed.	- HII: 47
Fourth: The merger shall become Department of State.	effective on the date the Articles	of Merger are filed with the Florida
OR 01 / 27 / 2014 (Ente	r a specific date. NOTE: An effective da 90 days after merger file date.)	ate cannot be prior to the date of filing or more
Fifth: Adoption of Merger by <u>sur</u> The Plan of Merger was adopted by	viving corporation - (COMPLETE) the shareholders of the surviving	ONLY ONE STATEMENT) corporation on 01/24/2014
The Plan of Merger was adopted by and sha	the board of directors of the surv	
Sixth: Adoption of Merger by men The Plan of Merger was adopted by	rging corporation(s) (COMPLETE of the shareholders of the merging of	ONLY ONE STATEMENT) corporation(s) on01/24/2014
The Plan of Merger was adopted by and sha	the board of directors of the mergreholder approval was not require	

#### 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. Sportco, Inc.	John P. Chyman	John P. Chapman, President  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 <u>surviving</u> corporation:		
Name	Jurisdiction	
Gulf Coast Organic, Inc.	Alabama	
Second: The name and jurisdiction of each mergi	ng corporation:	
Name	<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)