

07/30/2013 11:53 FAX 3217280002

O'BRIEN ATTYS

001/004

Division of Corporations

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P120000082120

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

Division of Corporations
Fax Number : (850) 617-6380

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Account Name : O'BRIEN, RIEMENSCHNEIDER, KANCILIA & LEMONIDIS, P.A.
Account Number : 105204000476
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: Ginnuc@orwlaw.com

MERGER OR SHARE EXCHANGE
Carbolic Holdings, LLC

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$60.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 JUL 30 PM 3:04

Electronic Filing Menu

Corporate Filing Menu

Help

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Carbolic Holdings, LLC
Name of Surviving Party

Please return all correspondence concerning this matter to:

Ginny Cassetta

Contact Person

O'Brien, Riemenschneider & Wattwood, P.A.

Firm/Company

1686 West Hibiscus Boulevard

Address

Melbourne, FL 32901

City, State and Zip Code

ginnyc@orwlaw.com

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

For further information concerning this matter, please call:

Ginny Cassetta

Name of Contact Person

at (321) 728-2800

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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850-617-6381

7/30/2013 11:16:55 AM PAGE 1/001 Fax Server



July 30, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CARBOLOSIC CORP.
2101 S. WAVERLY PL, STE 100
MELBOURNE, FL 32901

SUBJECT: CARBOLOSIC CORP.
REF: P12000082120

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

We did not receive the attached plan of merger.

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

FAX Aud. #: H13000168083
Letter Number: 413A00018306

RECEIVED

13 JUL 30 PM 2:08

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

FILED
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DIVISION OF CORPORATIONS
13 JUL 30 PM 3:04

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Carbolosic Corp	FL	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Carbolosic Holdings, LLC	DE	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

July 26, 2013

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

400 N. Congress Avenue, Suite 130

West Palm Beach, FL 33401



SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Carbolosic Corp.		Daniel de Liege, President
Carbolosic Holdings, LLC		Daniel de Liege, Manager
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Carbolosic Corp	FL	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Carbolosic Holdings, LLC	DE	LLC
_____	_____	_____

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

See attached Plan of Merger

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Plan of Merger

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Plan of Merger

(Attach additional sheet if necessary)

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Daniel de Liege, manager, 400 N. Congress Avenue, Suite 130, West Palm Beach, FL 33401

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

None

(Attach additional sheet if necessary)

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CERTIFICATE OF MERGER
OF CARBOLOSIC HOLDINGS, LLC, A DELAWARE LIMITED LIABILITY COMPANY
AND CARBOLOSIC CORP., A FLORIDA CORPORATION

PURSUANT TO the provisions of Title 6, Section 18-209 of the Delaware Limited Liability Company Act and Section 607.1104 of the Florida Business Corporation Act, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one (1) of such corporations:

FIRST: The name of the surviving Limited Liability Company is Carbolosic Holdings, LLC, a Delaware Limited Liability Company.

SECOND: The name of the corporation being merged into this surviving Limited Liability Company is Carbolosic Corp, a Florida corporation.

THIRD: The Agreement of Merger has been approved and executed by both Carbolosic Holdings, LLC, a Delaware Limited Liability Company, and Carbolosic Corp, a Florida corporation.

FOURTH: The name of the surviving Limited Liability Company is Carbolosic Holdings, LLC, a Delaware Limited Liability Company.

FIFTH: The executed agreement of merger is on file at 400 N. Congress Avenue, Suite 130, West Palm Beach, Florida 33401, the principle place of business of Carbolosic Holdings, LLC.

SIXTH: A copy of the agreement of merger will be furnished by Carbolosic Holdings, LLC, on request, without cost, to any member of Carbolosic Holdings, LLC, or any shareholder of Carbolosic Corp.

IN WITNESS WHEREOF, Carbolosic Holdings, LLC, has caused this certificate to be signed by an authorized person this 26th day of July, 2013.

Carbolosic Holdings, LLC, a Delaware
Limited Liability Company

By:  MANAGER
Daniel de Liege, Manager

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Audit No. (((XXXXXX)))

AGREEMENT AND PLAN OF MERGER
OF CARBOLOSIC HOLDINGS, LLC, A DELAWARE LIMITED LIABILITY COMPANY, AND
CARBOLOSIC CORP., A FLORIDA CORPORATION

The Agreement and Plan of Merger (the "Agreement") is submitted in compliance with Title 6, Section 18-209 of the Delaware Limited Liability Company Act and Section 607.1104 of the Florida Business Corporation Act, as amended, is made by and between Carbolosic Holdings, LLC, a Delaware limited liability company ("CH"), and Carbolosic Corp., a Florida corporation ("CC"). CH and CC are sometimes referred to herein as the "Constituent Corporations."

RECITALS

WHEREAS, CH is a limited liability company duly organized and existing under the laws of the State of Delaware;

WHEREAS, CC is a corporation duly organized and existing under the laws of the State of Florida and has an authorized capital of 100,000,000 common stock shares, no par value;

WHEREAS, the members of CH and a majority of shareholders of CC have approved this Agreement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, CH and CC hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

Merger

1.1. Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Florida Business Corporation Act, CC shall be merged with and into CH (the "Merger"), the separate existence of CC shall cease, and CH shall survive the Merger and shall continue to be governed by the laws of the State of Delaware. CH shall be, and is herein sometimes referred to as, the "Surviving Corporation." The name of the Surviving Corporation shall be Carbolosic Holdings, LLC.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed: (i) this Agreement and Merger shall have been adopted and approved by the stockholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the Florida Business Corporation Act; (ii) all of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof; (iii) an executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and (iv) an executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Florida Business Corporation Act shall have been filed with the Secretary of State of the State of Florida. The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

Audit No. (((XXXXX)))

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1.3. **Effect of the Merger.** Upon the Effective Date of the Merger, the separate existence of CC shall cease and CH, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and CC's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of CC in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of the debts, liabilities and obligations of CH as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of CC in the same manner as if CH had itself incurred them, all is more fully provided under the applicable provisions of the Delaware General Corporation Law and the Florida Business Corporation Act.

ARTICLE II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1. **Certificate of Incorporation.** The Certificate of Formation of CH as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Formation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2. **Operating Agreement.** The Operating Agreement of CH as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3. **Officers and Directors.** The officers and directors of CC immediately prior to the Effective Date of the Merger shall have no role in the Surviving Corporation.

ARTICLE III

MANNER OF CONVERSION OF STOCK

CH presently holds over 47,500,000 (88.45%) of the issued shares of the CC. Upon the Effective Date of the Merger, CH will acquire all of the outstanding shares of CC issued and outstanding immediately prior thereto and by virtue of the Merger and without any action by the Constituent Corporations, such common shares shall be cancelled and entitle the holder of such shares to payment of \$0.0016129 per share.

Shareholders of CC will be notified of their appraisal rights in accordance with Chapter 607, Florida Statutes.

ARTICLE IV

GENERAL

4.1. **Covenants of CH.** CH covenants and agrees that it will, on or before the Effective Date of the Merger: (a) qualify to do business as a foreign corporation in the State of Florida and in connection therewith irrevocably appoint an agent for service of process as required under the

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provisions of the Florida Business Corporation Act; and (b) take such other actions as may be required by the Florida Business Corporation Act.

4.2. **Further Assurances.** From time to time, as and when required by CH or by its successors or assigns, there shall be executed and delivered on behalf of CC such instruments, and there shall be taken or caused to be taken by CH such further and other actions as shall be reasonably necessary in order to vest or perfect in or conform of record or otherwise by CH the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of CC and otherwise to carry out the purposes of this Agreement, and the manager of CH is fully authorized in the name and on behalf of CH, CC or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3. **Amendment.** The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretaries of State of the States of Delaware and Florida, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (i) alter or change the amount cash to be received in exchange for all or any of the shares of any class or series thereof of such Constituent Corporation; (ii) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger; or (iii) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

4.4. **Agreement.** Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 400 N. Congress Avenue, Suite 130, West Palm Beach, Florida 33401.

4.6. **Governing Law.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

4.7. **Counterparts.** This, this Agreement may be executed in counterparts, each of which shall be deemed to be an original and all of which, together, shall constitute the same instrument.

IN WITNESS WHEREOF, the parties hereto executed this Agreement as of the day and year first written above.

Carbolosic Holdings, LLC

Carbolosic Corp.

By: Daniel de Liege
Daniel de Liege, Manager

By: Daniel de Liege, Pres.
Daniel de Liege, President

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