

P12000082664

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

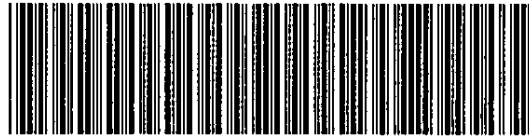
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FILED  
2012 DEC -3 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*merger*

DEC 12 2012

T. LEWIS

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** EDUCATION TRUST FUND, INC

Name of Surviving Party

Please return all correspondence concerning this matter to:

ROBERT CHAPPELL, CFO

Contact Person

EDUCATION TRUST FUND, INC

Firm/Company

195 S. WESTMONTE DRIVE, SUITE 1122

Address

ALTAMONTE SPRINGS, FL, 32714

City, State and Zip Code

RCHAPPELL@CHAPPELLPROPERTIES.COM

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

For further information concerning this matter, please call:

RONALD S. WEBSTER, ESQ at (407) 425-2583

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

# ARTICLES OF MERGER

## Merger Sheet

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MERGING:

i3GS, LLC, a Florida Limited Liability Company,  
L10000012952

and

i3Global Security Career Institute, a Florida Limited Liability Company,  
L10000077216

**-INTO-**

Education Trust Fund, Inc., a Florida entity, P12000082664.

FILED

2012 DEC -3 PM 4:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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>
I3GS, LLC	Florida	LLC
I3Global Security Career Institute, LLC	Florida	LLC

**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>
EDUCATION TRUST FUND, Inc	FLORIDA	INC

**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.

**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:

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**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:

NA

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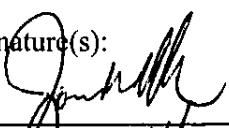
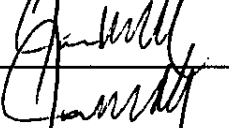

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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

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.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
i3GS, LLC		Jorge Reyes Jr., MGRM
i3GlobalSecurityCareer Inst. LLC		Jorge Reyes Jr., MGRM
Education Trust Fund, Inc		Jorge Reyes Jr., CEO

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

## 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>
i3GS, LLC	Florida	LLC
i3Global Security Career Institute, LLC	Florida	LLC

**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>
Education Trust Fund, Inc	Florida	Inc.

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

See Attached

"Articles of Merger and Plan of Merger"

(Attach additional sheet if necessary)

**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

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"Affidavit of Corporate Ownership or Control"

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"Articles of Merger and Plan of Merger"

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*(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

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"Affidavit of Corporate Ownership or Control"

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"Articles of Merger and Plan of Merger"

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*(Attach additional sheet if necessary)*



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

See Attached

"Articles of Merger and Plan of Merger"

*(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:

See Attached

"Articles of Merger and Plan of Merger"

*(Attach additional sheet if necessary)*

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

See Attached

"Articles of Merger and Plan of Merger"

*(Attach additional sheet if necessary)*

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

See Attached

"Articles of Merger and Plan of Merger"

*(Attach additional sheet if necessary)*

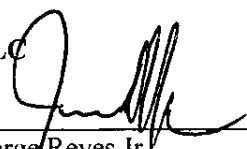
**ARTICLES OF MERGER**  
**OF**  
**i3GS, LLC**  
**i3GLOBAL SECURITY CAREER INSTITUTE, LLC**  
**AND**  
**EDUCATION TRUST FUND, INC**

**To the Secretary of State**  
**State of Florida**

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made part hereof, is the Plan or Merger for merging i3GS, LLC and i3Global Security Career Institute, LLC, both Florida Limited Liability Companies with and into Education Trust Fund, Inc., a Florida corporation.
2. The merger of i3GS, LLC and i3Global Security Career Institute, LLC, both Florida Limited Liability Companies with and into Education Trust Fund, Inc. a Florida corporation, is permitted by laws of the jurisdictions of organization of Florida and in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Education Trust Fund, Inc. was November 27, 2012.
3. The shareholders of Education Trust Fund, Inc. entitled to vote thereon approved and adopted the aforementioned Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on November 27, 2012.
4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing


**i3GS, LLC**

By:   
Name: Jorge Reyes Jr.  
Title: MGRM

**i3GLOBAL SECURITY CAREER INSTITUTE, LLC**

By:   
Name: Jorge Reyes Jr.  
Title: MGRM

**EDUCATION TRUST FUND, INC.**

By:   
Name: Jorge Reyes Jr.  
Title: Chief Executive Officer

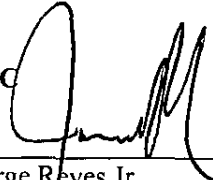
## **PLAN OF MERGER**

PLAN OF MERGER adopted for i3GS, LLC and i3Global Security Career Institute, LLC, both Florida Limited Liability Companies, by resolution of its Manager on November 27, 2012, and adopted for Education Trust Fund, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Corporate Board of Directors on November 27, 2012. The names of the corporations planning merger are i3GS, LLC and i3Global Security Career Institute, LLC, both Florida Limited Liability Companies, and Education Trust Fund, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which i3GS, LLC and i3Global Security Career Institute, LLC plans to merger is Education Trust Fund, Inc.

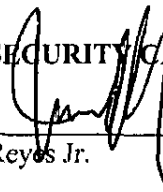
1. i3GS, LLC, i3Global Security Career Institute, LLC and Education Trust Fund, Inc., shall, pursuant to the provisions of the State of Florida Business Corporation Act, be merge with and into a single corporation, to wit, Education Trust Fund, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the “surviving corporation”, and which shall continue to exist as said surviving corporation under the name of Education Trust Fund, Inc., a Florida corporation, pursuant to the provisions of the Florida Business Corporation Act. The separate existence of i3GS, LLC and i3Global Security Career Institute, LLC, which sometimes hereafter referred to as the “non surviving limited liability companies”, shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.
2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation.
3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
4. The Corporate Directors and Officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the surviving corporation, all of whom shall hold their directorship and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued Preferred and Common shares (as defined by the bylaws, the Preferred shares represents the ownership interest of the surviving corporation, while the Common shares signify equity of partnership of the surviving corporation), shall not be converted or exchanged in any manner, but which is issued at the effective time and date of the merger shall continue to be represented of the surviving corporation.

6. The merger of the "non surviving limited liability companies" with and into the "surviving corporation" has been authorized in a manner prescribed by the law of its jurisdiction of the "non surviving limited liability companies, and the Plan of Merger herein has been approved by the Corporate Board of Director and shareholders of the surviving corporation on this date of November 27, 2012.
7. The Manager, Corporate Board of Directors and the proper Officer(s) of the "non surviving limited liability companies" and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, file and /or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any and all provisions of this Plan of Merger, or of the merger herein in provided for.

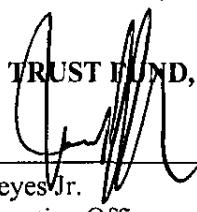
**i3GS, LLC**

By:   
Name: Jorge Reyes Jr.  
Title: MGRM

**i3GLOBAL SECURITY CAREER INSTITUTE, LLC**

By:   
Name: Jorge Reyes Jr.  
Title: MGRM

**EDUCATION TRUST FUND, INC.**

By:   
Name: Jorge Reyes Jr.  
Title: Chief Executive Officer

**AFFIDAVIT  
CORPORATE OWNERSHIP OR CONTROL**

STATE OF FLORIDA  
COUNTY OF SEMINOLE



On November 10<sup>th</sup>, 2012, the Board of Corporate Officers approved the Corporation's authorized shares to be distributed among its Corporate Officers under the direction of its Chief Executive Officer.

Hereafter, Jorge Reyes Jr., being duly sworn deposes and says that he is the Chief Executive Officer of the "EDUCATION TRUST FUND, INC.", a Florida For-Profit Corporation created and founded in the State of Florida, County of Seminole on October 1, 2012 with assigned Document Number P12000082664.

Therefore, as per Articles of Incorporation, Article IV, the number of shares the Corporation is authorized to issue is: 20,000,000. Hereafter, 5,000,000 are offered as preferred shares while 15,000,000 are offered as common shares, both shares (Preferred & Common) have a designated par value of \$1.00 per shares. **Note:** All issued certificates will have the appropriate signature, a designated number and copies will be maintained with the corporate compliance kit in a secure location.

As defined by the Corporate by laws, the preferred shares represents the ownership interest of the corporation, while the common shares signify equity of partnership of the Corporation, which carries voting rights.

**DESIGNATION OF OWNERSHIP**

The following information is submitted in connection with the proposed express agreements.

As agreed and approved by the Board of Corporate Officers of the "EDUCATION TRUST FUND, INC. on this date: 11 / 10<sup>th</sup> / 2012.

The aforementioned authorized shares and ownership of such Corporation are divided as follows:

## **PREFERRED SHARES DESIGNATION**

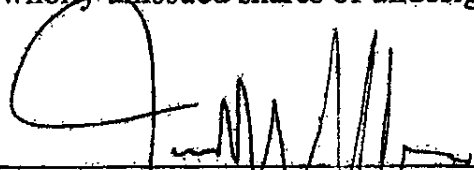
<b>Corporate Officers</b>	<b>% of Ownership</b>	<b>Quantity</b>
Jorge Reyes Jr. ....	51.5% .....	2,570,000
Edward N. Rodriguez .....	8.1% .....	405,000
Catalina Gaviria .....	4.0 % .....	202,500
Robert A. Chappell .....	8.1% .....	405,000
James Strasberg .....	8.1% .....	405,000
Leslie S. Strasberg.....	8.1% .....	405,000
Jordan Strasberg .....	8.1% .....	405,000
Norilis I. Sikes.....	4.0 % .....	202,500

## **COMMON SHARES DESIGNATION**

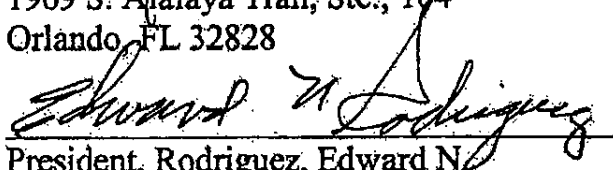
Jorge Reyes Jr. ....	17.0% .....	1,700,000
Edward N. Rodriguez .....	20.0%.....	2,000,000
Catalina Gaviria .....	10.0 %.....	1,000,000
Robert A. Chappell .....	12.75% .....	1,275,000
James Strasberg .....	12.75% .....	1,275,000
Leslie S. Strasberg.....	12.75% .....	1,275,000
Jordan Strasberg .....	12.75% .....	1,275,000
Norilis I. Sikes.....	2.0% .....	200,000

The information shown above is true and correct, where the percentage of ownership and quantity of designated shares, whether Preferred or Common have been designated and all required information has been shown for each Corporate Officer of the "EDUCATION TRUST FUND, INC" (see, p. 2).

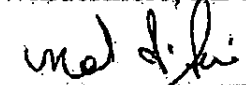
(NOTE: The Corporation has authorized 15,000,000 common shares, but has not designated 5,000,000 common shares. Without any further vote or action the Board of Corporate Officer's has the authority to determine the powers, preferences, rights, qualifications, limitations or restrictions granted to or imposed upon any wholly unissued shares of undesignated common stock.)

  
Chief Executive Officer, Reyes Jr., Jorge  
1969 S. Alafaya Trail, Ste., 104  
Orlando, FL 32828


10 / 11 / 2012  
Date

  
President, Rodriguez, Edward N.  
1354 Whitney Isles Drive  
Windermere, FL 32714

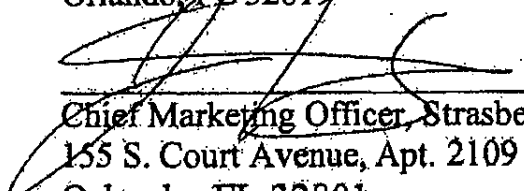
11 / 10 / 2012  
Date

  
Chief Operating Officer, Norilis I. Sikes  
2658 San Francisco Boulevard  
Orange Park, FL 32605

11 / 10 / 2012  
Date

  
Chief Financial Officer, Robert A. Chappell  
8630 Great Cove Drive,  
Orlando, FL 32819

11 / 10 / 2012  
Date

  
Chief Marketing Officer, Strasberg, Jordan S.  
155 S. Court Avenue, Apt. 2109  
Orlando, FL 32801

11 / 10 / 2012  
Date



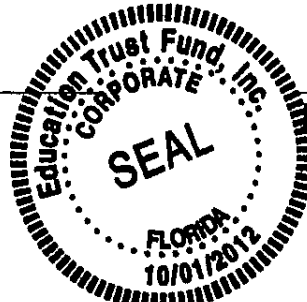
James Strasberg  
Executive Vice President, Strasberg, James  
100 Sweet Bay Lane  
Longwood, FL 32779

11 / 10 / 2012  
Date

Leslie S. Strasberg  
Vice President, Strasberg, Leslie S.  
261 Pine Cone Lane  
Longwood, FL 32779

11 / 10 / 2012  
Date

Catalina Gaviria  
Vice President FA, Gaviria, Catalina  
9617 Moss Rose Way  
Orlando, FL 32832



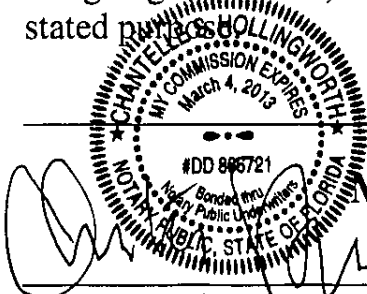
11 / 10 / 12  
Date

This Document, which consists of four (4) pages, supersedes any and all verbal or written agreements, consents or authorities prior to the date listed above and per all Corporate Officers signatures.

## STATE OF FLORIDA

On this 10<sup>th</sup> day of November, 2012, before me, the undersigned notary public, personally appeared in person, proved to me through satisfactory evidence of identification, which was/were Driver Licenses, to be the person whose name is signed on the foregoing document, and acknowledged that he/she signed it voluntarily for its stated purpose.

Chantelle Hollingworth, Notary Public (seal)



My commission expires:

[Signature]  
Notary Public Signature