

P12000103612

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.

((H12000306122 3)))



H120003061223ABCR

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

0447.178613

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

**Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
JACK FOREST, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

RECEIVED
12 DEC 31 AM 8:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2012 DEC 31 PM 1:51
TALLAHASSEE, FLORIDA

12/31/12
12/31/2012 1:45 PM

H120003061223

2012 DEC 31 PM 1:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with Sections 607.1104 and 607.1109 of the Florida Business Corporation Act.

FIRST: THE SURVIVING CORPORATION

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party (the "Surviving Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
JACK FOREST, INC. 2900 NW 16th Street Citrin, FL 32113	Florida	Corporation

Florida Document/Registration Number: F12000103612 FEI Number: Applied For

The Surviving Corporation is the sole shareholder of the Merging Corporation.

SECOND: THE MERGING CORPORATION

The exact name, street address of its principal office, jurisdiction, and entity type for the merging party (the "Merging Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
JACK FOREST, INC. 2900 NW 16th Street Citrin, FL 32113	New York	Corporation

Florida Document/Registration Number: 818471 FEI Number: 11-0995608

THIRD: PLAN OF MERGER

The attached Plan of Merger ("Plan of Merger") is attached.

FOURTH: PERMITTED BY LAW AND GOVERNING DOCUMENTS

The merger is permitted under the laws of the State of Florida (including, without limitation, Section 607.1104 of the Florida Business Corporation Act) and the laws of the State of New York (*including, without limitation, Section 907 of the New York Business Corporation Law), and is not prohibited by the Bylaws or Articles of Incorporation of either party to the merger.

These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida and the laws of the State of New York.

H12000306122 3

No amendments to the articles of incorporation of the Surviving Corporation are to be effected by the merger.

FIFTH: ADOPTION OF THE PLAN OF MERGER

The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on ~~October 11~~ October 14, 2012, and approval of the shareholders of the Surviving Corporation was not required pursuant to the provisions of Section 607.1104(1)(a) of the Florida Business Corporation Act.

The Plan of Merger was adopted by the Board of Directors of the Merging Corporation on ~~October 11~~ October 14, 2012, and approval of the shareholders of the Merging Corporation was not required pursuant to the provisions of Section 905 of the New York Business Corporation Law..

SIXTH: EFFECTIVE DATE

The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

MERGING CORPORATION:

JACK FOREST, INC., a New York corporation



Janet Verville, President

SURVIVING CORPORATION:

JACK FOREST, INC., a Florida corporation



Janet Verville, President

H12000306122 3

PLAN OF MERGER

This Plan of Merger (the "Plan of Merger"), which was adopted and approved as of the ____ day of October, 2012, by each party that is a party to the merger as described below, pursuant to the provisions of Sections 905 and 907 of the New York Business Corporation Law and Section 607.1104 and 607.1107 of the Florida Business Corporation Act.

FIRST: THE MERGING PARTY

The exact name and Jurisdiction of the merging corporation (the "Merging Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
JACK FOREST, INC.	New York

SECOND: THE SURVIVING PARTY

The exact name and jurisdiction of the surviving corporation (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
JACK FOREST, INC.	Florida

THIRD: THE MERGER

1. On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Merging Corporation shall be merged into the Surviving Corporation in accordance with the provisions of Sections 905 and 907 of the New York Business Corporation Law and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act. The Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Corporation. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Corporation shall vest in the Surviving Corporation. All and every other property and interest of the Merging Corporation shall be the property and interest of the Surviving Corporation to the same extent as the Merging Corporation. The title to any real property, whether obtained by deed or otherwise, that is vested in the Merging Corporation shall not revert or in any way be impaired by reason of this merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired. All debts, liabilities, duties, and obligations of the Merging Corporation shall be the debts, liabilities, duties and obligations of the Surviving Corporation. Such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

H12000306122 3

2. On the Effective Date, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be the Articles of Incorporation of the Surviving Corporation, until thereafter amended.

3. On the Effective Date, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

4. On the Effective Date, the shareholders of the Surviving Corporation shall continue to be the shareholders of the Surviving Corporation until additional shareholders are added or substituted.

5. The Surviving Corporation shall pay all expenses incident to the merger.

6. Subsequent to the Effective Date, the Merging Corporation shall not issue, sell, or issue rights to subscribe to, any shares of its capital stock or declare any dividends on its capital stock.

7. Subsequent to the Effective Date, the Merging Corporation shall not incur any obligations, whether by contract or otherwise, except those incurred pursuant to existing agreements and arrangements and those incurred in the ordinary course of business. Additionally, subsequent to the Effective Date, the Merging Corporation shall not dispose of any material portion of its business or property.

8. If at any time the Surviving Corporation deems it advisable that any further assignments or assurances in law or any other actions are necessary or desirable to vest in the Surviving Corporation, according to the terms of this Plan of Merger, the title to any property, interest or rights of the Merging Corporation, the appropriate officers and directors of the Merging Corporation shall execute and make all such assignments and assurances to vest title in such property, interests, or rights in the Surviving Corporation.

FOURTH: MANNER AND BASIS OF CONVERTING OWNERSHIP INTERESTS

1. On the Effective Date, all shares of common stock of the Merging Corporation (the "Shares") which shall be outstanding shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and extinguished.

2. On the Effective Date, each right to acquire additional Shares of the Merging Corporation, to the extent that any such rights exist, shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and extinguished.

H12000306122 3

FIFTH: SHAREHOLDER APPROVAL / DISSENTER'S RIGHTS

Pursuant to Sections 904 and 907 of the New York Business Corporation Law and Section 607.1104(1)(a) of the Florida Business Corporation Act, approval by the shareholders of the Surviving Corporation and the Merging Corporation was not required to authorize the merger.

Notwithstanding the foregoing, shareholders of the Merging Corporation (if any) who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of Section 607.1320 through 607.1333 of the of the Florida Business Corporation Act regarding appraisal rights, be paid the fair value of their shares.

The Surviving Corporation, as the sole shareholder of the Merging Corporation, hereby waives all rights to notice and all rights to dissent with respect to the merger.

SIXTH: EFFECTIVE DATE

The merger will become effective (the "Effective Date") upon the issuance of the certificate of merger by the Secretary of State of New York, in accordance with the provisions of Section 907 of the New York Business Corporation Law, and upon filing Articles of Merger with the Secretary of State of Florida, in accordance with Section 607.1109 of the Florida Business Corporation Act.