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MERGER OR SHARE EXCHANGE
VITAL ELEMENT, INC.

Certificate of Status	0
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Page Count	06
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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 607.1105, Florida Statutes and pursuant to Section 450.1707, Business Corporation Act of Michigan.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Vital Element, Inc. 11205 Adora Court Fort Myers, Florida 33912 Florida Document Number: <u>P13000062811</u>	Florida	Corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Vital Element, Inc. 8067 Bibiana Way, Suite 501 Fort Myers, Florida 33912 Michigan Corporate ID: 00399R Florida Document Number: F10000002441	Michigan	Corporation

THIRD: The attached Agreement and Plan of Merger meets the requirements of Section 607.1101, Florida Statutes and Section 450.1701, Michigan Statutes, and was approved by each corporation that is a party to the merger in accordance with Florida and Michigan Statutes.

FOURTH: The attached Agreement and Plan of Merger was approved by Vital Element, Inc., in accordance with the laws of Michigan and by Vital Element, Inc., in accordance with the laws of Florida.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions.

SIXTH: The merger shall be effective as of July 31, 2013.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

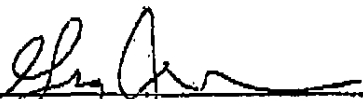
EIGHTH: The Articles of Merger and Agreement and Plan of Merger were unanimously approved by all of the shareholders and directors of both corporations which are merging on the 26 day of July, 2013.

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The undersigned officer of each corporation declare that the facts herein stated are true as
of July 26, 2013.

Vital Element, Inc.,
a Florida corporation

By: 
Gregory Johnson, President

Vital Element, Inc.,
a Michigan corporation

By: 
Gregory Johnson, President

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement"), is dated as of the 26 day of July, 2013, by and between: (a) Vital Element, Inc., a Michigan corporation (hereinafter referred to as "Michigan Corporation"), and Vital Element, Inc., a Florida corporation (hereinafter referred to as "Florida Corporation").

WITNESSETH:

WHEREAS, Michigan Corporation and Florida Corporation desire to effect a merger of Michigan Corporation with and into Florida Corporation pursuant to, and in compliance with the provisions of Section 607.1101, Florida Statutes and Section 450.1735, Business Corporation Act of Michigan;

WHEREAS, Michigan Corporation has 60,000 authorized common shares of no par value, of which 2,000 are issued and outstanding, and Florida Corporation has 1,000 authorized common shares of \$1.00 par value, of which 1,000 are issued and outstanding;

WHEREAS, Michigan Corporation and Florida Corporation desire this Merger Agreement to comply with the provisions and requirements of the Florida Statutes and the Michigan Statutes; and

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties agree that Michigan Corporation shall be merged with and into Florida Corporation and that the terms and conditions of the merger, the mode of carrying the merger into effect and certain other provisions relating thereto shall be as hereinafter set forth.

**ARTICLE I
THE MERGER**

Section 1.01. Surviving Corporation. Subject to the terms and provisions of this Merger Agreement, and in accordance with the laws of the State of Florida and the State of Michigan, Michigan Corporation shall be merged with and into Florida Corporation (the "Merger"). Vital Element, Inc., a Florida corporation shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") of the Merger and shall continue its existence under the laws of the State of Florida.

Section 1.02. Effects of the Merger. At the Effective Date, as defined herein, the Merger shall have the effects provided for herein and in Florida Statutes and Michigan Statutes. As of the Effective Date, as defined herein, the separate existence of Michigan Corporation shall cease and shall be extinguished. Without limiting the generality of the foregoing, and subject thereto, on the Effective Date: the separate existence of the Michigan Corporation shall cease; all assets and property (real, personal and mixed, tangible and intangible, choses in action, rights, and credits) then owned by each corporation, or which would inure to either of them, shall

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immediately by operation of law and without any conveyance, transfer, or further action, become the assets and property of the Surviving Corporation. All rights and obligations of the corporations shall remain unimpaired and the Surviving Corporation shall succeed to all such rights and obligations.

Section 1.03. Conversion of Stock Interest. On the Effective Date, each share of common stock of the Michigan Corporation issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, retired, and shall cease to exist, and no common stock of the Surviving Corporation will be issued in respect thereof.

Section 1.04. Effective Date. The merger shall be effective on July 31, 2013 (the "Effective Date").

Section 1.05. Articles of Merger. Upon approval of the Agreement and Plan of Merger, the Surviving Corporation shall file Articles of Merger with the Florida Department of State and the Michigan Corporation shall file a Certificate of Merger with the Michigan Department of Licensing and Regulatory Affairs.

Section 1.06. Additional Actions. If, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any further deeds, assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of Michigan Corporation acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Merger Agreement, Michigan Corporation and its shareholders and directors shall be deemed to have granted hereby to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary and proper to vest, perfect or confirm title to and the possession of such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Merger Agreement; and the proper officers of the Surviving Corporation are hereby fully authorized in the name of Michigan Corporation or otherwise to take any and all such action.

ARTICLE II

APPROVAL; AMENDMENT; TERMINATION; MISCELLANEOUS

Section 2.01. Approval. Pursuant to the Florida Statutes and the Michigan Statutes, this Merger Agreement shall be submitted for approval by all the directors and shareholders of Michigan Corporation and Florida Corporation.

Section 2.02. Amendment. Subject to applicable law, this Merger Agreement may be amended, modified or abandoned by written agreement of all the shareholders of Michigan

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Corporation and Florida Corporation, at any time prior to the date the Merger takes effect.

Section 2.03. Counterparts. This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

Section 2.04. Registered Agent in Florida. The Surviving Corporation has named Greg Johnson, 11205 Adora Court, Fort Myers, County of Lee, State of Florida 33912, as its Agent to accept service of process within the State of Florida.

Section 2.05. Registered Agent in Michigan. Pursuant to Michigan Statutes, the Surviving Corporation agrees that it may be served with process in the State of Michigan in any action, suit or proceeding for the enforcement of any obligation of Michigan Corporation and irrevocably appoints the Michigan Department of Licensing and Regulatory Affairs as its agent to accept service of process in any such action, suit or proceeding. A copy of such process shall be mailed to the Surviving Corporation by the Michigan Department of Licensing and Regulatory Affairs to Attention: Greg Johnson, 11205 Adora Court, Fort Myers, Florida 33912.

Section 2.06. Miscellaneous:

a. A copy of this Merger Agreement is on file at a place of business of the Surviving Corporation located at 11205 Adora Court, Fort Myers, Florida 33912.

b. A copy of this Merger Agreement shall be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any corporation or any person holding an interest in any other business entity which is to merge or consolidate.

c. The address of the Surviving Corporation's chief executive office shall be 11205 Adora Court, Fort Myers, Florida 33912.

IN WITNESS WHEREOF, the undersigned have executed this Merger Agreement as of the date first above written.

Vital Element, Inc.,
a Florida corporation

By: 

Gregory Johnson, President

Vital Element, Inc.,
a Michigan corporation

By: 

Gregory Johnson, President

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