

P14000016775

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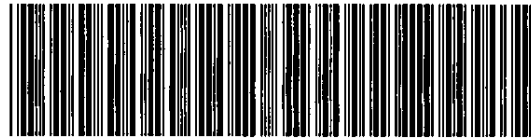
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Effective: 3-1-14

STATE OF NEW YORK
IN SENATE
JANUARY 14, 2014

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Merger

W/Name

Change

3-4-14

DC

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February 27, 2014

By Federal Express

*Of Counsel
**Board Certified Real Estate
***Board Certified Business Litigation

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

Re: Articles of Merger of Life's Abundance, Inc. (No. P99000103431)
and
Abundance Merger Corporation (No. P14000016775)

Ladies and Gentlemen:

Enclosed for filing are:

1. The original and one copy of the above referenced Articles of Merger and
2. This firm's check payable to the Florida Department of State in the amount of \$78.75.

We request an Effective Date for the Merger of March 1, 2014. Please file the enclosed Articles as promptly as possible and return a certified copy to me.

Thank you.

Sincerely,



Gary J. Cohan

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

712 U.S. HIGHWAY ONE • SUITE 400 • P.O. BOX 13146 • NORTH PALM BEACH, FLORIDA 33408-7146
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**ARTICLES OF MERGER
OF
ABUNDANCE MERGER CORPORATION, a Florida Corporation
AND
LIFE'S ABUNDANCE, INC., a Florida Corporation**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: Abundance Merger Corporation is the Surviving Corporation and its name shall be changed to Life's Abundance, Inc., effective upon the effectiveness of the merger.

EX: 3-1-14

SECOND: The name and jurisdiction of the Merging Corporation is Life's Abundance, Inc., a Florida corporation.

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the later of March 1, 2014 and the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the directors and shareholder of the Surviving Corporation on February 20, 2014.

SIXTH: The Plan of Merger was adopted by the directors of the Merging Corporation on February 19, 2014 and its shareholders on February 27, 2014.

SEVENTH: The Plan of Merger has been duly authorized by all action required by the laws of the State of Florida and by the Articles of Incorporation and by-laws of each constituent corporation.

IN WITNESS WHEREOF, these Articles of Merger have been executed by each of the constituent corporations, on February 27, 2014.

SURVIVING CORPORATION:

ABUNDANCE MERGER CORPORATION

By: Lester Thornhill
Lester Thornhill
President

MERGING CORPORATION:

LIFE'S ABUNDANCE, INC.

By: Lester Thornhill
Lester Thornhill
President

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FILED

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of February 19, 2014 ("Agreement"), by and among **Abundance Merger Corporation**, a Florida corporation (the "**Surviving Corporation**"), and **Life's Abundance, Inc.**, a Florida corporation ("**LAI**").

ARTICLE I THE MERGER

Section 1.01 The Merger. Articles of Merger (the "**Articles of Merger**") providing for the merger of LAI with and into the Surviving Corporation (the "**Merger**") shall be duly prepared, executed and filed as promptly as practicable by LAI and the Surviving Corporation, in accordance with the relevant provisions of the Florida Business Corporation Act (the "**Act**") and the parties hereto shall take any other actions required by law to make the Merger effective.

Following the Merger, the Surviving Corporation, with all its purposes, objects, rights, privileges, powers and franchises, shall continue, and LAI shall cease to exist. The Surviving Corporation shall continue its existence under the name "Life's Abundance, Inc." The time the Merger becomes effective is referred to herein as the "**Effective Time**."

Section 1.02 Effects of the Merger. The Merger shall have the effects set forth in the Act.

Section 1.03 Certificate of Incorporation. Article I of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows: The name of the Corporation is Life's Abundance, Inc.

Section 1.04 Directors. The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall continue to be the directors and officers of the Surviving Corporation until their successors shall have been duly elected or appointed and shall have qualified or until their earlier death, resignation or removal in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

Section 1.05 Conversion. At the Effective Time, by virtue of the Merger and without any action on the part of any person,

(i) each issued and outstanding share of common stock of LAI shall be converted into one one-thousandth (1/1,000) fully paid and non-assessable share of common stock of the Surviving Corporation. No fractional shares shall be issued and each shareholder of LAI who would otherwise be entitled to a fractional share of the Surviving Corporation shall receive in lieu thereof the cash value of such fractional share as determined by the Board of Directors of the Surviving Corporation;

(ii) each outstanding warrant to purchase shares of common stock of LAI shall be converted into a warrant to purchase the number of shares of the Surviving Corporation equal to one one-thousandth (1/1,000) share of the Surviving Corporation for every share of LAI subject to such warrant and the exercise price per share of such warrant shall be increased from \$.0520 per share to \$52.00 per share; and

(iii) each issued and outstanding share of common stock of the Surviving Corporation outstanding immediately prior to the Effective Time shall be cancelled.

Section 1.06 Tax Consequences. It is intended that the Merger shall constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "**Code**"), and that this Agreement shall constitute a "plan of reorganization" for the purposes of Section 368 of the Code.

ARTICLE II TERMINATION AND AMENDMENT

Section 2.01 Termination. This Agreement may be terminated at any time prior to the Effective Time, whether before or after approval of the matters presented in connection with the Merger by the shareholders of the Surviving Corporation or of LAI or by mutual consent of LAI and the Surviving Corporation;

Section 2.02 Amendment. This Agreement may be amended by the parties hereto, by action taken or authorized by their respective Boards of Directors, at any time before or after approval of the matters presented in connection with the Merger by the shareholders of the Surviving Corporation or of LAI, but, after any such approval, no amendment shall be made which by law requires further approval by such shareholders without such further approval. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

ARTICLE III MISCELLANEOUS

Section 3.01 Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

Section 3.02 Expenses. Whether or not the Merger is consummated, all costs and expenses incurred in connection with this Agreement and the transactions contemplated hereby shall be paid by the party incurring such costs and expenses.

IN WITNESS WHEREOF, THE SURVIVING CORPORATION and LAI have each caused this Agreement to be signed by its respective officers thereunto duly authorized as of the date first written above.

ABUNDANCE MERGER CORPORATION

By: Lester Thornhill
Name: Lester Thornhill
Title: President/Chief Executive Officer

LIFE'S ABUNDANCE, INC.

By: Lester Thornhill
Name: Lester Thornhill
Title: President/Chief Executive Officer