

Division of Corporations

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**P14000038185**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
BUZZARD BAY INVESTMENT CORP.**

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**EXAMINER**

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**ARTICLES OF MERGER  
OF  
BUZZARD BAY INVESTMENT CORP.  
an Arizona corporation  
INTO  
BUZZARD BAY INVESTMENT CORP.  
a Florida corporation**

Pursuant to the Florida Business Corporation Act, Buzzard Bay Investment Corp., a Florida corporation (the "Surviving Corporation"), submits these Articles of Merger for filing:

1. The name and jurisdiction of the Surviving Corporation is: Buzzard Bay Investment Corp., a Florida corporation. *P14000038185*
2. The name and jurisdiction of each merging corporation is: Buzzard Bay Investment Corp., an Arizona corporation.
3. The Plan of Merger is attached as Exhibit A.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the directors and shareholders of the surviving corporation by unanimous written consent on July 30, 2014.
6. The Plan of Merger was adopted by the directors and shareholders of the merging corporation by unanimous written consent on July 30, 2014.

Dated: July 31, 2014

BUZZARD BAY INVESTMENT CORP.  
a Florida corporation

By: *M J Meehan*  
Name: Michael J. Meehan  
Its: President

BUZZARD BAY INVESTMENT CORP.  
an Arizona corporation

By: *M J Meehan*  
Name: Michael J. Meehan  
Its: President

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**EXHIBIT A**  
**PLAN OF MERGER**

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### AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of July 31, 2014, is by and between Buzzard Bay Investment Corp., an Arizona corporation ("Arizona"), and Buzzard Bay Investment Corp., a Florida corporation ("Florida" also sometimes referred to herein as the "Surviving Entity").

#### WITNESSETH

WHEREAS, Florida is an entity newly formed to serve as the surviving entity in a reincorporation merger of Arizona, upon the effectuation of which the state of organization of Arizona will switch from Arizona to Florida;

WHEREAS, the directors and sole shareholders of Arizona and the board of directors and sole shareholders of Florida have approved the merger of Arizona with and into Florida; and

NOW THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants, agreements and conditions hereinafter set forth, and intending to be legally bound hereby, the parties hereto agree as follows:

#### ARTICLE I THE MERGER

##### Section 1.1 Merger and Surviving Entity.

(a) Subject to the terms and conditions of this Agreement, at the Effective Time Arizona shall be merged into Florida in accordance with the provisions of Section 607.1107 of the Florida Business Corporation Act (the "FBCA") and Section 10-1107 of the Arizona Revised Statutes (the "NRS"), and the separate existence of Arizona shall cease. Florida shall be the Surviving Entity in the Merger.

(b) The name of the Surviving Entity shall be "Buzzard Bay Investment Corp."

(c) The Articles of Incorporation and the Bylaws of Florida shall be the Articles of Incorporation and Bylaws of the Surviving Entity.

(d) The location of the Surviving Entity's principal office shall be Florida's principal office.

Section 1.2 Effective Time of the Merger. The Merger shall become effective upon the filing of a Certificate of Merger with the Florida Secretary of State and Articles of Merger with the Arizona Secretary of State (the "Effective Time").

Section 1.3 Merger and Treatment of Stock. At the Effective Time, by virtue of the Merger and without any action on the part of any party:

(a) all of the issued and outstanding shares of common stock of Arizona shall be converted into an equal number of shares of common stock of the Surviving Entity; and

(b) all of the issued and outstanding shares of common stock of Florida shall remain outstanding.

Section 1.4 Closing. The closing (the "Closing") of the transactions contemplated by this Agreement shall take place at the offices of Roetzel & Andress, LPA, concurrently with the execution of this Agreement.

## ARTICLE II GENERAL PROVISIONS

Section 2.1 Entire Agreement. This Agreement (including the documents and instruments to be executed in connection herewith or referred to herein) (a) constitutes the entire agreement and supersedes all other prior agreements and understandings, both written and oral, among the parties, or any of them, with respect to the subject matter hereof, and (b) may not be amended except by an instrument in writing signed on behalf of each of the parties hereto and in compliance with applicable law.

Section 2.2 Waiver. Any agreement on the part of a party hereto to any such extension or waiver shall be valid if set forth in an instrument in writing signed on behalf of such party.

Section 2.3 Severability. If any term or other provision of this Agreement is invalid, illegal or incapable of being enforced by any rule of law or public policy, all other conditions and provisions of this Agreement shall nevertheless remain in full force and effect.

Section 2.4 Governing Law. This Agreement shall be governed by and construed in accordance with the substantive and procedural laws of the State of Florida.

Section 2.5 Counterparts. This Agreement may be executed in duplicate counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed and delivered as of the date first written above.

Buzzard Bay Investment Corp.  
(an Arizona corporation)

By:   
Michael J. Meehan, President

Buzzard Bay Investment Corp.  
(a Florida corporation)

By:   
Michael J. Meehan, President