

Division of Corporations

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Florida Department of State
Division of Corporations
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14 OCT -3 AM 11:00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
BUTTERCUP BETA CORPORATION**

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C. Lewis
10-6-14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BUTTERCUP BETA CORPORATION
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Thomas J. Healy, Jr.
Contact Person

Bessmer Trust
Firm/Company

600 Steamboat Road
Address

Greenwich, CT 06830
City/State and Zip Code

Healy@Bessmer.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Courtney L. Scanlon At (716) 848-1538
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

STATE OF FLORIDA
DEPARTMENT OF CORPORATIONS

14 OCT -3 AM 11:00

ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
BUTTERCUP BETA CORPORATION	FLORIDA	PI400041139

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
BUTTERCUP BETA CORPORATION	NEW YORK	810930
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 9 / 27 / 2014

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 9 / 27 / 2014

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

14 OCT -3 AM 11:09

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan of Merger"), dated the 27th day of September, 2014 between BUTTERCUP BETA CORPORATION, a New York corporation ("Buttercup-NY") and BUTTERCUP BETA CORPORATION, a Florida corporation (the "Buttercup-FL"), said entities being collectively referred to as the "Constituent Entities."

WHEREAS, the directors of Buttercup-NY and the directors of Buttercup-FL deem it advisable that Buttercup-NY be merged into Buttercup-FL in accordance with the New York Business Corporation Law (the "BCL") and the Florida Statutes (the "FS") (collectively, the "Laws").

NOW THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the Constituent Entities hereby agree, and do hereby plan to merge upon the terms and conditions below stated.

1.1. The Merger. Upon the terms of this Agreement and Plan of Merger, and in accordance with the applicable provisions of the Laws, Buttercup-NY will be merged with and into Buttercup-FL (the "Merger"). Following the Merger, Buttercup-FL shall continue in existence as the entity to survive the Merger and the separate corporate existence of Buttercup-NY will cease.

1.2. Approval of the Merger. This Agreement and Plan of Merger shall be submitted to the shareholders of Buttercup-NY and the shareholders of Buttercup-FL, as provided by the provisions of the Laws, and will take effect, and be deemed taken to be the Agreement and Plan of Merger of the Constituent Entities only upon the approval or adoption thereof by the shareholders of each of the Constituent Entities.

1.3. Certificates of Merger and Effective Time. Upon approval of the Merger in accordance with Section 1.2, Buttercup-NY and Buttercup-FL will consummate the Merger by filing (i) with the Department of State of the State of Florida a Certificate of Merger and (ii) with the Department of State of the State of New York a Certificate of Merger, each to be effective as of the date and time of the completion of such filings. The date and time on which the Merger becomes effective is herein called the "Effective Time."

1.4. Mode of Effecting the Merger. The mode of carrying the Merger into effect and the manner and basis for converting or exchanging the shares of capital stock of Buttercup-NY into securities, cash or other property of Buttercup-FL, will be as follows: Upon the Effective Time, (a) each share of common stock of Buttercup-NY which is then issued and outstanding shall be canceled and will cease to be outstanding and (b) each share of common stock of Buttercup-FL which is then issued and outstanding shall remain issued and outstanding.

1.5. Effects of the Merger.

(a) The Merger will have the effect set forth in Section 607.1105 of the FS and Section 907 of the BCL.

(b) No changes or amendments are desired in the Articles of Incorporation or by-laws of Buttercup-FL. No changes are desired regarding the registered agents of Buttercup-FL.

1.6. Capitalization of Disappearing Corporation and Surviving Entity.

(a) As of the date of this Agreement and Plan of Merger, the authorized capital stock of Buttercup-NY consists of Five Thousand (5,000) shares of common stock, of which One Thousand and Thirty (1030) shares are issued and outstanding. The outstanding shares of Buttercup-NY are owned by Robin B. Martin, Christopher B. Martin Trust UA May 22, 2002, Dana B. Martin Trust UA June 6, 2002, and Catherine S. Martin Trust UA November 12, 2004 and are validly issued, fully paid and non-assessable. The number of issued and outstanding shares of Buttercup-NY are not subject to change prior to the Effective Time.

(b) As of the date of this Agreement and Plan of Merger, the authorized capital stock of Buttercup-FL consists of Five Thousand (5,000) shares of common stock, of which One Thousand and Thirty (1030) shares are issued and outstanding. The outstanding shares of Buttercup-FL are owned by Robin B. Martin, Christopher B. Martin Trust UA May 22, 2002, Dana B. Martin Trust UA June 6, 2002, and Catherine S. Martin Trust UA November 12, 2004 and are validly issued, fully paid and non-assessable. The number of issued and outstanding shares of Buttercup-FL are not subject to change prior to the Effective Time.

1.7. Articles of Incorporation and By-Laws. Upon completion of the Merger, the Certificate of Incorporation and By-Laws of Buttercup-NY in effect immediately prior to the Effective Time, shall cease to be in effect and the current Articles of Incorporation and By-Laws of Buttercup-FL shall govern Buttercup-FL.

1.8. Deliveries by the Constituent Entities.

(a) On or prior to the Effective Time, Buttercup-NY will deliver to Buttercup-FL all documents, instruments and writings required to be delivered to Buttercup-FL by Buttercup-NY at or prior to the Effective Time pursuant to this Agreement and Plan of Merger or otherwise required in connection herewith.

(b) On or prior to the Effective Time, Buttercup-FL will deliver to Buttercup-NY all other documents, instruments and writings required to be delivered to Buttercup-NY by Buttercup-FL at or prior to the Effective Time pursuant to this Agreement and Plan of Merger or otherwise required in connection herewith.

1.9. Right to Abandon Merger. The directors of Buttercup-NY and the directors of Buttercup-FL shall each have the power, in their discretion, to abandon the Merger provided for herein at any time prior to the filing of both the Certificates of Merger pursuant to Section 1.3 of this Agreement and Plan of Merger.

1.10. Amendment. Subject to applicable law, this Agreement and Plan of Merger may be amended, modified or supplemented at any time prior to the Effective Time with respect to any of the terms contained herein, but only by written agreement of Buttercup-NY and Buttercup-FL.

1.11. Notices. All notices and other communications hereunder shall be in writing and shall be deemed given if delivered personally or by facsimile transmission, or mailed by registered or certified mail (return receipt requested), postage prepaid, to the parties at the address of such party first stated above, or at such other address for a party as shall be specified by like notice.

1.12. Expenses. All expenses incurred in connection with the Merger shall be assumed and paid by Buttercup-FL.

1.13. Governing Law. This Agreement and Plan of Merger will be construed, interpreted and the rights of the parties determined in accordance with the laws of the State of Florida.

1.14. Headings. The article and section headings contained in this Agreement and Plan of Merger are solely for the purpose of reference, are not part of the agreement of the parties and shall not in any way affect the meaning or interpretation of this Agreement and Plan of Merger.

1.15. Entire Agreement. This Agreement and Plan of Merger, including the documents, certificates and instruments referred to herein, embodies the entire agreement and understanding by the parties hereto in respect of the transactions contemplated by this Agreement and Plan of Merger and supersedes all prior agreements, representations, warranties, promises, covenants, arrangements, communications, and understandings, oral or written, express or implied, between the parties with respect to such transactions. There are no agreements, representations, warranties, promises, covenants, arrangements or understandings, other than those expressly set forth or referred to herein.

(SIGNATURE PAGE TO FOLLOW)

10/3/2014 15:53:54 From: To: 8506176380


(8/8)

MEMORANDUM OF UNDERSTANDING


14 OCT -3 AM 11:00

IN WITNESS WHEREOF, the Constituent Entities have caused this Agreement and Plan of Merger to be duly executed as of the date first written above.

BUTTERCUP BETA CORPORATION, a New York corporation

By: 
Name: Robin B. Martin
Title: President

BUTTERCUP BETA CORPORATION, a Florida corporation

By: 
Name: Robin B. Martin
Title: President