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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ENERGY DEVELOPMENT 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:

WILLIAM D EVANS

Contact Person

ENERGY DEVELOPMENT CORPORATION

Firm/Company

P O BOX 1049

Address

BLUEFIELD, VA 24605

City/State and Zip Code

wde4seasons@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

WILLIAM D EVANS

Name of Contact Person

At (304) 922-0887

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

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ENERGY DEVELOPMENT CORPORATION	FLORIDA	P15000062352

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ENERGY DEVELOPMENT CORPORATION	VIRGINIA	

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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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 7/22/2015.

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

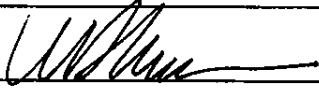

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 7/01/2015.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
ENERGY DEVELOPMENT		
CORP (VA)		WILLIAM D EVANS, PRESIDENT
ENERGY DEVELOPMENT		
CORP (FL)		WILLIAM D EVANS, PRESIDENT

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
ENERGY DEVELOPMENT CORPORATION	FLORIDA

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
ENERGY DEVELOPMENT CORPORATION	VIRGINIA

Third: The terms and conditions of the merger are as follows:

SEE ATTACHED AGREEMENT AND PLAN OF MERGER

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Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: *See Paragraph 6 of the attached Agreement and Plan of Merger.*

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
NOT APPLICABLE

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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**AGREEMENT AND PLAN OF MERGER
BETWEEN ENERGY DEVELOPMENT CORPORATION,
A VIRGINIA CORPORATION AND
ENERGY DEVELOPMENT CORPORATION,
A FLORIDA CORPORATION**

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THIS AGREEMENT AND PLAN OF MERGER, is made as of August 20, 2015 between Energy Development Corporation, a Virginia Corporation ("EDCVA") and Energy Development Corporation, a Florida Corporation ("EDCFL").

WITNESSETH:

WHEREAS, the Board of Directors of EDCVA deem it advisable and in the best interest of EDCVA and its shareholder that EDCVA be merged with and into EDCFL (the "Merger").

NOW, THEREFORE, the merging corporations hereby agree as follows:

1. The Merger shall be in accordance with Section 607.1105 of the Florida Statutes under the Florida Business Corporation Act.
2. That the Effective Date hereof shall be August 1, 2015.
3. Upon the Effective Date, EDCVA shall be merged with and into EDCFL, the Surviving Corporation.
4. Upon the Effective Date, the separate existence of EDCVA shall cease and all the rights and privileges and property, real and personal, and all the debt due and owing by EDCVA and amounts due to EDCVA, and the title to all real estate, rights under leases, contracts, right-of-way and other such rights vested in EDCVA shall not revert or be in any way impaired by reason of the Merger, but shall be vested in EDCFL, the Surviving Corporation. The Surviving Corporation is responsible and liable for all the liabilities and obligation of EDCVA from its inception up to the Effective Date of the Merger. A claim by or against or a pending proceeding by or against EDCVA shall be assumed by EDCFL, the Surviving Corporation.
5. William D. Evans who is the sole shareholder and director of EDCVA immediately prior to the Effective Date shall, from and after the Effective Date be the sole shareholder, director and officers of the Surviving Corporation.
6. All the outstanding shares of EDCVA common stock are owned by William D. Evans. On the Effective Date, the shares of EDCVA will be surrendered and exchanged on a one-to-one basis for shares in EDCFL, the Surviving Corporation. The shares of EDC VA shall

be cancelled (along with the certifications representing the same) and all rights in respect thereof shall thereupon cease to exist.

7. William D. Evans as of the Effective Date shall own all the common stock of EDCFL and shall be its sole director and holder of all offices in EDCFL, the Surviving Corporation.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and plan of Merger as of the date written above.

**ENERGY DEVELOPMENT CORPORATION
A VIRGINIA CORPORATION**



William D. Evans, President

**ENERGY DEVELOPMENT CORPORATION
A FLORIDA CORPORATION**



William D. Evans, President

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