

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H16000003677 3)))



H160000036773ABC/

*merger &
name
change*

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 205-8042
Fax Number : (850) 878-5368

RE-SUBMIT

Please retain original "Bg
date of submission 1/6

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**MERGER OR SHARE EXCHANGE
BG ACQUISITION CORP.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 08 |
| Estimated Charge | \$70.00 |

FILED
16 JAN -6 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 JAN -7 AM 2:46

Electronic Filing Menu Corporate Filing Menu

JAN 08 2016
HARRIS

1/7/2016 2:32:11 PM From: To: 8506176380(2/7)
850-617-6381 1/7/2016 12:22:10 PM PAGE 1/001 Fax Server



January 7, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BG ACQUISITION CORP.
101 VIERA DRIVE
PALM BEACH GARDENS, FL 33418

SUBJECT: BG ACQUISITION CORP.
REF: P15000102326

RE-SUBMIT

Please retain original filing
date of submission 1/6

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please fill out the third paragraph with the actual terms and conditions of the merger. Please do not include the second plan of merger (subsidiary corporations) when you resubmit the merger.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H16000003677
Letter Number: 616A00000390

16 JAN -7 PM 2:46

1/7/2016 2:32:11 PM From: To: 8506176380(3/7)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BG Acquisition Corp. (name will be changed to The Boyland Group Inc.)
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Paul Pollock
Contact Person

Crowell & Moring LLP
Firm/Company

590 Madison Avenue
Address

New York, NY 10022
City/State and Zip Code

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

For further information concerning this matter, please call:

Paul Pollock
Name of Contact Person

At (212) 895-4216
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

FILED

ARTICLES OF MERGER
(Profit Corporations)

16 JAN -6 AM 11:22

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|----------------------|---------------------|--|
| BG Acquisition Corp. | Florida | 15000102326 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|------------------------|---------------------|--|
| The Boyland Group Inc. | New York | |
| | | |
| | | |
| | | |
| | | |

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 December 31, 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 December 31, 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)

1.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

The Boyland Group Inc.

[Handwritten signature]

Andrew H. Royland, President & Secretary

BG Acquisition Corp.

Ch. Good

Andrew H. Boyland, President & Secretary

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:

Name

Jurisdiction

BG Acquisition Corp.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

The Boyland Group Inc.

New York

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

At the effective date the shares of The Boyland Group Inc. will be canceled and cease to be outstanding.

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:
the interest of the merging corporation shall not be converted in any manner and shall cancel and cease to exist.

(Attach additional sheets if necessary)

1/7/2016 2:32:11 PM From: To: 8506176380(7/7)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
Article 1 of the Articles of Incorporation of the Corporation is hereby amended to change the name of the Corporation as follows:

ARTICLE I NAME

The name of the corporation shall be: The Boyland Group Inc.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: