

P16000023447

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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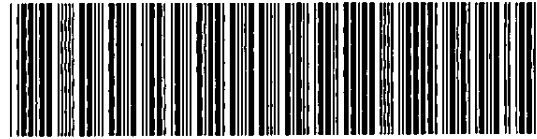
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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04/15/16--01029--002 \*\*70.00

*Merger*

APR 21 2016  
R. WHITE

FILED  
16 APR 15 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE FL 32304

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Magical Attractions, 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:

Michael D. LaBarbera

\_\_\_\_\_  
Contact Person

LaBarbera and Campbell

\_\_\_\_\_  
Firm/Company

13309 Winding Oak Court, Suite B

\_\_\_\_\_  
Address

Tampa, Florida 33612

\_\_\_\_\_  
City/State and Zip Code

Mdlabarbera@aol.com

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

For further information concerning this matter, please call:

Michael D. LaBarbera

\_\_\_\_\_  
Name of Contact Person

At ( 813 ) 251-1940

\_\_\_\_\_  
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)

FILED

16 APR 15 PM 12:44

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><br>(If known/ applicable) |
|---------------------------|---------------------|--------------------------------------------------|
| Magical Attractions, Inc. | Florida             | P16000023447                                     |

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

| <u>Name</u>               | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|---------------------------|---------------------|--------------------------------------------------|
| Magical Attractions, Inc. | Virginia            | N/A                                              |
|                           |                     |                                                  |
|                           |                     |                                                  |
|                           |                     |                                                  |
|                           |                     |                                                  |

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
March 12, 2016 \_\_\_\_\_ 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
March 12, 2016 \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Magical Attractions, Inc.**

Richard H. Reithoffer, Director

in Florida

Robert Pugh, Director

**Magical Attractions, Inc**

Richard H. Reithoffer, Director

in Virginia

Robert Pugh, Director

## **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

Magical Attractions, Inc.

Florida

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

Name

Jurisdiction

Magical Attractions, Inc.

Virginia

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

All assets are transferred to the surviving corporation and all liabilities are assumed. This Merger is a "F" reorganization and all tax attributes and the Federal Tax Identification Number of 54-2036136 shall remain the same and shall be effective immediately upon filing.

**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:

*(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:*

All shares, obligations, or other securities shall remain the same and unchanged.

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

**LABARBERA AND CAMPBELL**  
*Attorneys and Counselors at Law*

MICHAEL D. LABARBERA  
EDWARD S. CAMPBELL, III\*  
\*(By Appointment Only)

13309 WINDING OAK COURT - SUITE B  
TAMPA, FLORIDA 33612  
(813) 251-1940 FAX: (813) 251-3240

April 13, 2016

Florida Secretary of State  
Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE : Magical Attractions, Inc.  
Articles of Merger

Dear Clerk:

Enclosed herewith, please find the following documents for processing:

1. Cover Letter for Magical Attractions, Inc.
2. Articles of Merger. (Profit Corporations)
3. Plan of Merger (Non Subsidiaries)

Please find our firm's check in the amount of \$70.00 for the processing and filing of the merger documents. I have also enclosed a self addressed stamped envelope for a copy of the receipt of the processing for your convenience.

Should you have any questions, please feel free to contact my office.

Sincerely,



E. Arlyne Murphy, FRP  
Paralegal to Michael D. LaBarbera

/eam

enclosures

H:\Reithoffer-Pugh\MagicalAttractions,Inc\Ltr Sec State 04-13-16 wpd