

P16000032229

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

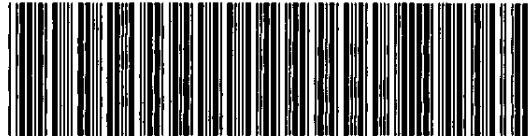
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/02/16--01027--005 **33.75

06/21/16--01031--004 **45.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2016 JUN -2 PM 1:51

JUN 22 2016
C LEWIS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 7, 2016

WARREN J. ARCHER / MORELLA & ASSOCIATES
706 ROCHESTER RD
PITTSBURGH, PA 15237 US

SUBJECT: ACTIV ENTERTAINMENT, INC.
Ref. Number: P16000032229

We have received your document for ACTIV ENTERTAINMENT, INC. and check(s) totaling \$33.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$45.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

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

Carolyn Lewis
Regulatory Specialist II

Letter Number: 716A00011972



Warren J. Archer
Licensed to practice in PA

wjarcher@morellalaw.com
(412) 369-9696 x127

June 14, 2016

Florida Department of State
Division of Corporations
1 Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Activ Entertainment, Inc.

Ladies and Gentlemen:

Pursuant to your letter to me of June 7, 2016, enclosed is a check made payable to the Florida Department of State in the amount of \$45.00 as an additional filing fee. Also enclosed is a copy of your letter of June 7, 2016.

If you have any additional questions concerning this matter, please contact the undersigned. Thank you for your help.

Very truly yours,

A handwritten signature in black ink, appearing to read "Warren J. Archer".

Warren J. Archer

16 JUN 15 PM 4:44

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Activ Entertainment, 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:

Warren J. Archer

Contact Person

Morella & Associates

Firm/Company

706 Rochester Road

Address

Pittsburgh, PA 15237

City/State and Zip Code

wjarcher@morellalaw.com

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

For further information concerning this matter, please call:

Warren J. Archer

Name of Contact Person

At (⁴¹²) ⁹⁵¹⁻⁷²⁰⁹

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

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
(Profit Corporations)

2016 JUN -2 PM 1:51

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)
Activ Entertainment, Inc.	Florida	FILE 000032229

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Superhero Scramble, Inc.	Utah	

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 06 / 06 / 2016 (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
April 21, 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 April 21, 2016.

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

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Activ Entertainment, Inc.

~~Salvador~~
~~Salvador~~

Mark Kallan, President

Superhero, Scramble, Inc.

Mark Kallan President

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2018 JUN -2 PM 1:51

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DIVISION OF CORPORATIONS

PLAN OF MERGER
(Non Subsidiaries)

2016 JUN -2 PM 1:51

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

Activ Entertainment, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Superhero Scramble, Inc.

Utah

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

In the merger, Superhero Scramble, Inc., a Utah corporation, shall be merged with and into Activ Entertainment, Inc., a Florida corporation, which shall be the surviving corporation. The current Articles of Incorporation and Bylaws of Activ Entertainment, Inc. shall continue in place after the merger.

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)

PLAN OF MERGER
Supplement

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Fourth: Upon the merger becoming effective, each issued and outstanding share of common and preferred stock of Superhero Scramble, Inc. will automatically become one share of common or preferred stock, as applicable, of the Surviving Corporation.