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Florida Department of State
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**MERGER OR SHARE EXCHANGE
CATAHOULA PRODUCTIONS, INC.**

Certificate of Status	0
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Subject:

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)
CATAHOULA PRODUCTIONS, INC.	FLORIDA	P16000091121

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CATAHOULA PRODUCTIONS, INC.	CONNECTICUT	

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OF FLORIDA

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 11/07/2016 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 11/07/2016.

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)

12/08/2016 04:41

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LINDA WICK

PAGE 01

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Cambodia Productions, Inc.

W.L.

Walter Wick, President

Capstone Productions, Inc

[Handwritten signature]

Walter Wick, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of the 7 day of November, 2016 (the "Effective Date"), by and between Catahoula Productions, Inc., a Connecticut corporation ("CPI-CT"), and Catahoula Productions, Inc., a Florida corporation ("CPI-FL").

RECITALS

WHEREAS, CPI-CT has determined that it is in its best interests to transform itself into a corporation under the laws of Florida.

WHEREAS, CPI-CT desires to merge into and with CPI-FL, leaving CPI-FL as the sole surviving entity following such merger (the "Merger").

WHEREAS, CPI-CT and CPI-FL now desire to enter into and to consummate and perform this Agreement pursuant to Section 607-1105, the Florida Business Corporation Act and Section 33-815 of the Connecticut Business Corporations Act.

WHEREAS, the Board of Directors and Shareholders of CPI-CT, by resolutions duly adopted, have approved the terms of this Agreement and directed that this Agreement be executed and that the corresponding Certificate of Merger be filed with the Connecticut Secretary of State.

AGREEMENTS

NOW, THEREFORE, in consideration of the premises and the mutual agreements, covenants, and provisions herein contained, the parties hereto agree as follows:

ARTICLE I THE MERGER

1.1. As of the Effective Date, CPI-CT will be merged with and into CPI-FL and CPI-FL will be the sole surviving legal entity upon and following the Merger (CPI-FL sometimes being referred to hereinafter as the "Surviving Company"). The corporate existence of the Surviving Company, with all powers, rights, and privileges, will continue unaffected and unimpaired by the Merger and the Surviving Company will be subject to and liable for all the debts, liabilities, obligations, and duties of both CPI-CT and CPI-FL, all in accordance with, and with the effects described in, Section 607-1106, Florida Business Corporation Act and Section 33-820 of the Connecticut Business Corporations Act.

1.2. If, at any time after the Effective Date, the Surviving Company considers it necessary or advisable to obtain any further assignment, assurance, or other document or action to vest, perfect, or confirm the transfer to the Surviving Company of any or all assets of CPI-CT, then CPI-CT and its officers and agents will, upon notice, execute and deliver such deeds, assignments, and assurances as may be requested by the Surviving Company and do all things necessary or advisable to vest, perfect, and confirm title to such property or rights in the Surviving Company and otherwise to carry out the intent and purposes of this Agreement. The officers and directors of the Surviving Company will be fully authorized, in the name of CPI-CT, to take any and all such actions, with no further approval of CPI-CT or its Board of Directors and Shareholders.

ARTICLE II
ARTICLES OF INCORPORATION OF CPI-FL;
BOARD OF DIRECTORS OF CPI-FL;
BYLAWS OF CPI-FL

2.1. The Articles of Incorporation of CPI-FL, as filed with the Florida Secretary of State on November 8, 2016, will be the Articles of Incorporation of the Surviving Company.

2.2. The Bylaws of CPI-FL as in effect on the Effective Date will be the Bylaws of the Surviving Company.

2.3. From and after the Effective Date, Walter Wick and Linda Cheverton Wick will constitute the entire Board of Directors of the Surviving Company.

ARTICLE III
CONVERSION OF CPI-CT COMMON STOCK INTO CPI-FL COMMON STOCK

3.1. On the Effective Date, the Common Stock held by the Shareholders of record of CPI-CT will, by virtue of the Merger and without any action on the part of the holder thereof, be converted automatically into shares of the Common Stock of CPI-FL, no par value per share, in exchange for each such Shareholder's Common Stock in CPI-CT as further defined below:

SHAREHOLDER	TOTAL SHARES OF COMMON STOCK IN CPI-CT	TOTAL SHARES OF COMMON STOCK IN CPI-FL
Walter Wick	10	10
Linda Cheverton Wick	10	10
TOTAL	20	20

3.2. All agreements of any kind governing the Shareholders of CPI-CT or their respective Common Stock, are hereby terminated and superseded as of the Effective Date by this Agreement.

ARTICLE IV
PROCEDURE TO EFFECT MERGER

4.1. CPI-CT and each of its Shareholders and Board of Directors will promptly take all such actions as may be necessary or appropriate, in the sole judgment of the Surviving Company, to cause and enable CPI-CT to perform the covenants and agreements herein required to be performed by CPI-CT.

4.2. A copy of this Agreement will be filed in the office of the Surviving Company along with the corresponding Articles of Merger and Certificate of Merger.

4.3. As soon as practicable following the filing of Articles of Merger with the Florida Department of State, Corporations Division, and filing the Certificate of Merger with the Connecticut Secretary of State, the Surviving Company may execute and deliver to the Shareholders of CPI-CT share certificates evidencing the issuance of shares of Common Stock of CPI-FL stock in accordance with Section 3.1 above.

4.4. CPI-CT hereby appoints and designates its President, Walter Wick, as an authorized agent of CPI-CT for the express purpose of executing and delivering on behalf of CPI-CT any and all

instruments and other documents that he deems necessary or advisable to finalize and perfect the Merger as provided herein, including, without limitation, Certificate of Merger.

**ARTICLE V
GENERAL PROVISIONS**

5.1. Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended or will be construed to confer upon or to give to any person, firm, or business entity not a party to this Agreement any rights or remedies under or by reason of this Agreement.

5.2. This Agreement and the legal relations between the parties hereto will be governed by and construed in accordance with the laws of the States of Florida and Connecticut.

[SIGNATURES ON FOLLOWING PAGE]

PAGE 04

Walter Wick, President