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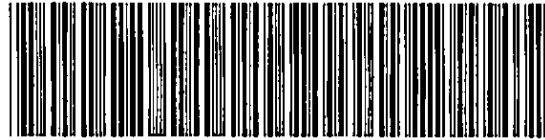
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Merger

R. WHITE

DEC 18 2017

17 DEC 18 PM 4:13
ST. LOUIS
MICHIGAN STATE UNIVERSITY

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Lean Forward, 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:

Jane Kerrigan

Contact Person

Harrison Sale McCloy

Firm/Company

35008 Emerald Coast Parkway, Suite 500

Address

Destin, FL 32541

City/State and Zip Code

jkerrigan@hsmclaw.com

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

For further information concerning this matter, please call:

Jane _____ At (850) 650-0010
Name of Contact Person 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 OF DOMESTIC AND FOREIGN CORPORATIONS INTO
LEAN FORWARD, INC.**

17 DEC 14 PM 4:18

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: The name and jurisdiction of the surviving corporation:

Lean Forward, Inc. Florida P17000096347

Second: The name and jurisdiction of each merging corporation:

Lean Forward, Inc. Illinois 67809688

Third: The laws of the state under which such foreign corporation is organized permit such a merger.

Fourth: The name of the surviving corporation is Lean Forward, Inc., and it is to be governed by the laws of the state of Florida

Fifth: Attached as Exhibit A is the plan of merger approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Florida Business Corporation Act, and approved by the undersigned foreign corporation in the manner prescribed by the laws of the state under which it is organized.

Six: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Lean Forward, Inc.

<u>Designation of Shares</u>	<u>Outstanding Shares</u>	<u>Outstanding Shares Entitled to Vote in Designated Class</u>
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Common Stock	500	500
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Lean Forward, Inc.

<u>Designation of Shares</u>	<u>Outstanding Shares</u>	<u>Outstanding Shares Entitled to Vote in Designated Class</u>
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Common Stock	500	500
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Seventh: As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

Lean Forward, Inc.

<u>Designation of Shares</u>	<u>Total Shares Voted</u>	<u>Total Shares Voted Against:</u>
<u>For:</u>		

Common Stock	500	0
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Lean Forward, Inc.

<u>Designation of Shares</u>	<u>Total Shares Voted</u>	<u>Total Shares Voted Against:</u>
<u>For:</u>		

Common Stock	500	0
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Eighth: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the state of Illinois in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the secretary of state of Illinois as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Illinois Business Corporation Act with respect to the rights of dissenting shareholders.

Dated: December 11, 2017

Lean Forward, Inc.

By: Joseph C. Manion
Joseph Manion, President of Lean Forward, Inc.

By: Joseph C. Manion
Joseph Manion, Secretary of Lean Forward, Inc.

Lean Forward, Inc.

By: Joseph L Manion
Joseph Manion, President of Lean Forward, Inc.

By: Joseph L Manion
Joseph Manion, Secretary of Lean Forward, Inc.

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>
Lean Forward, Inc.	Florida
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
Lean Forward, Inc.	Illinois
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

The Board of Directors of Lean Forward, Inc., a Florida Corporation, must adopt a resolution approving the proposed plan of merger. The Board of Directors of Lean Forward, Inc. an Illinois Corporation, must adopt a resolution approving the proposed plan of merger. Articles of Merger must be signed by the President of both corporations, Joseph Manion. Lean Forward, Inc., an Illinois Corporation, shall merge into Lean Forward, Inc. a Florida Corporation. Lean Forward, Inc. an Illinois Corporation shall be dissolved. All assets and liabilities of Lean Forward, Inc., an Illinois Corporation, shall become the assets and liabilities of Lean Forward, Inc., a Florida corporation. The officers of both corporations are the same.

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)

All shares of stock in Lean Forward, Inc., an Illinois Corporation will be exchanged for shares in Lean Forward, Inc., a Florida Corporation of equal weight.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
None.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

DIRECTORS' RESOLUTIONS APPROVING MERGER

Whereas, there has been submitted to and discussed at this meeting an agreement providing for the merger of this corporation (the "Corporation") with Lean Forward, Inc, a Florida Corporation, with Lean Forward, Inc, a Florida Corporation being the surviving corporation; and

Whereas, this board of directors deems it to be in the best business interests of this Corporation and its shareholders that this Corporation be merged with Lean Forward, Inc, a Florida Corporation; it is

Resolved, that the terms and conditions of the agreement of merger submitted to this meeting are approved and adopted, and that this Corporation merge pursuant to the terms of such agreement.

Further resolved, that the President and Secretary of this Corporation are hereby authorized and directed to execute and deliver to Lean Forward, Inc, a Florida Corporation, in the name of the Corporation, the agreement of merger submitted to this meeting, a copy of which is attached hereto as Exhibit A, and incorporated herein by reference.

Further resolved that Joseph Manion is the only shareholder of both Corporations. There are no dissenting shareholders to this merger.

Further resolved that the officers of this Corporation are directed to prepare and execute officers' certificates as required by the Florida Corporation Law, and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.

Further resolved that the Corporation may be served with process in Illinois in any proceeding for the enforcement of any obligation of the Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Illinois Corporation against the surviving corporation.

Further resolved that Lean Forward, Inc., an Illinois Corporation, irrevocably appoints the Secretary of State of the State of Illinois as its agent to accept service of process in any such proceeding.

Dated: December 11, 2017

By: Joseph L Manion
Joseph Manion, President and Secretary
Lean Forward, Inc., an Illinois Corporation

By: Joseph L Manion
Joseph Manion, shareholder