

P17000099356

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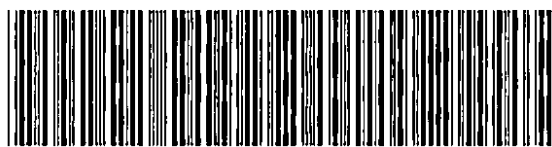
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**DATE: 12/27/17**

**NAME: PETRAFIED, INC**

**TYPE OF FILING: MERGER**

**COST: 78.75**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



# **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)
Petrified, Inc.	Florida	P17000099356
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Petrified, Inc.	California	C3165255
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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**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 December 26, 2017.

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 26, 2017.

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

Petrified, Inc.

Giacchino

Antonio Giacca, President

Petrified, Inc.

Joe Brown

Antonio Giacca, President

**PLAN OF MERGER OF  
PETRAFIED, INC.  
a California Corporation  
INTO  
PETRAFIED, INC.  
a Florida Corporation**

**THIS PLAN OF MERGER** (the "Plan"), dated December 26, 2017, is entered into by and between Petrafied, Inc., a California Corporation ("CA Corporation") and Petrafied, Inc., a Florida corporation ("FL Corporation") with reference to the following facts:

**R E C I T A L S**

1. CA Corporation and FL Corporation are hereinafter sometimes referred to collectively as the "Constituent Entities."

2. CA Corporation is a corporation duly organized, validly existing and in good standing under the laws of the State of California, with authorized capital of 10,000 shares of common stock, without par value ("Corporation Stock"), of which 10,000 shares are issued and outstanding on the date hereof;

3. FL Corporation is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, with authorized capital of 10,000 shares of common stock, without par value ("Corporation Stock"), of which 10,000 shares are issued and outstanding on the date hereof;

4. The respective Boards of Directors of CA Corporation and FL Corporation deem it desirable and in the best interests of their respective corporations that CA Corporation be merged with and into FL Corporation as provided in this Plan (the "Merger") pursuant to the laws of the State of Florida and that FL Corporation be the surviving corporation (the "Surviving Corporation") for the purpose of effecting a change of the state of incorporation of CA Corporation from California to Florida.

5. For Federal income tax purposes, it is intended that the Merger shall qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code"). FL Corporation will retain the Federal Employer Identification Number issued to CA Corporation and the Subchapter S status granted thereunder.

**NOW, THEREFORE**, in consideration of the premises and of the mutual covenants and agreements set forth herein and for the purposes of prescribing the terms and conditions of the Merger, the parties hereto agree as follows:

**ARTICLE I**  
**THE MERGER**

Upon consummation of the Merger, at the Effective Time (as hereinafter defined), CA Corporation shall be merged with and into FL Corporation with FL Corporation continuing as the Surviving Corporation and the separate corporate existence of CA Corporation shall cease.

**ARTICLE II**  
**ARTICLES OF INCORPORATION**

The Articles of Incorporation of FL Corporation, shall, at and after the Effective Time, continue to be the Articles of Incorporation of the Surviving Corporation.

**ARTICLE III**  
**NAME**

The name of the Surviving Corporation shall be: **PETRAFIED, INC.**

**ARTICLE IV**  
**BYLAWS**

The Bylaws of FL Corporation, as in effect immediately prior to the Effective Time shall, at and after the Effective Time, continue to be the Bylaws of the Surviving Corporation.

**ARTICLE V**  
**DIRECTORS**

At and after the Effective Time, the Board of Directors of FL Corporation shall be identical to the Board of Directors of Surviving Corporation.

**ARTICLE VI**  
**CANCELLATION OF CA CORPORATION SHARES**

At the Effective Time, by virtue of the Merger, each outstanding share of CA Corporation common stock shall be canceled without consideration.

**ARTICLE VII**  
**SHARES OF SURVIVING CORPORATION**

At the Effective Time, by virtue of the Merger, all of the previously issued and outstanding shares of Surviving Corporation common stock that were issued and outstanding immediately prior to the Effective Time shall remain outstanding and are not affected by the merger.

**ARTICLE VIII**  
**EFFECTIVE TIME**

The Merger will become effective upon the filing of, in accordance with Section 607.1105 of the Florida Statutes, a copy of the Plan of Merger and any and all other requisite accompanying certificates in the office of the Secretary of State of Florida (the "Secretary of State"). (The date and time of such filing with the Secretary of State is referred to herein as the "Effective Time").

**ARTICLE IX**  
**EFFECT OF MERGER**

At the Effective Time, the separate corporate existence of CA Corporation shall cease and the corporate identity, existence, powers, rights and immunities of FL Corporation as the Surviving Corporation shall continue unimpaired by the Merger and Surviving Corporation shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of CA Corporation, all without further act or deed.

**ARTICLE X**  
**SHAREHOLDER APPROVAL**

This Plan has been consented to in writing by all of the shareholders of the Constituent Corporations entitled to vote on a merger.

**ARTICLE XI**  
**GOVERNING LAW**

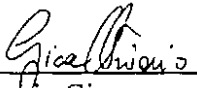
This Plan of Merger shall be governed by the laws of the State of Florida as to the validity and interpretation hereof and the performance by the parties hereto.

**ARTICLE XII**  
**MISCELLANEOUS**


CA Corporation shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or accomplish the Merger.

**IN WITNESS WHEREOF**, the parties hereto have caused this Plan of Merger to be executed as of the date first written above by their respective officers thereunto duly authorized.

**Petrafiel, Inc.,**  
**a California Corporation**

By:   
Antonio Giacca  
President

**Petrafiel, Inc.,**  
**a Florida Corporation**

By:   
Antonio Giacca  
President