

Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : LAW OFFICES OF JOHN E MOORE, III, PLLC
Account Number : I20140000039
Phone : (772) 234-8344
Fax Number : (772) 234-8339

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Email Address: jmoore@moorelawvero.com

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MERGER OR SHARE EXCHANGE

Tahoe Peaks, Inc.

Certificate of Status	0
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merger

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Corporate Filing Menu

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LAW OFFICES OF
JOHN E. MOORE, III
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VERO BEACH, FLORIDA 32963

JOHN E. MOORE, III*
PATRICK A. FARRAH
MICHAEL D. ROY*

December 29, 2017

TELEPHONE: (772) 234-8344
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www.moorelawvero.com

ALSO ADMITTED IN:
*DISTRICT OF COLUMBIA
*CONNECTICUT

TO: Amendment Section
Division of Corporations

Re: Merger of Tahoe Peaks, Inc.

Dear Sir or Madam:

We represent a client who wishes to merge Tahoe Peaks, Inc., an existing California Corporation, into Tahoe Peaks, Inc., a newly created Florida Corporation (the "Florida Corporation"), such that the Florida Corporation is the surviving corporation. Our client would like the merger to be effective in 2017, as further discussed below.

We fax filed the Articles of Incorporation for the Florida Corporation yesterday, just before close of business, under Fax Audit Number (((H17000340361 3))). We were waiting to receive a document number back from the Department of State today, so that we could enter this number into the fax file system to create a cover sheet with a document number for the Articles of Merger.

As of this afternoon, we had not received a return fax with a document number, so we called the New Filing Section to check on the status of the Articles of Incorporation. Unfortunately, a representative with the New Filing Section confirmed that the fax filing for Tahoe Peaks, Inc. had not made it into today's work queue. She transferred us to the Amendment Section to see if it would be possible to fax file the merger documents today, nonetheless.

We were transferred to a supervisor in the Amendment Section named Denise, who indicated that we could file the Articles of Merger today, even though we did not have a document number for the Florida Corporation. She indicated that so long as we fax filed today, even if the Articles of Incorporation and Articles of Merger were processed next week, the date of filing (and, as provided in the Articles of Merger, the effective date of the merger) would be today, December 29, 2017. We therefore ask that you please process the Articles of Merger (and associated Articles of Incorporation), such that the effective date of the merger is today, December 29, 2017.

If you have any questions regarding this letter, the enclosed Articles of Merger, or the previously filed Articles of Incorporation, please do not hesitate to contact us. Thank you, and we wish you a happy new year.

Very truly yours,



Michael D. Roy

MDR/
Enclosures
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COVER LETTER**TO:** Amendment Section
Division of Corporations**SUBJECT:** Tahoe Peaks, 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:

John E. Moore, III, Esquire

Contact Person

Law Offices of John E. Moore, III, PLLC

Firm/Company

3240 Cardinal Drive, Suite 200

Address

Vero Beach, FL 32963

City/State and Zip Code

jmoore@moorelawvero.com

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

For further information concerning this matter, please call:

John E. Moore, III, Esquire

Name of Contact Person

At (772) 234-8344

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your documents 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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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)
Tahoe Peaks, Inc.	Florida	P18000000005

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tahoe Peaks, Inc.	California	

FILED

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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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on

12/28/2017 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 12/28/2017.

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Tahoe Peaks, Inc.

James Buchanan
James Buchanan

James Richard Donnell, President & Director

Tahoe Peaks, Inc.

James Buchanan

James Richard Donnell, President & Director

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ATTACHMENT
PLAN OF MERGER

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PLAN OF MERGER

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.

1. Introduction and Identification of Entities. THIS PLAN OF MERGER (the "Plan") is entered into between TAHOE PEAKS, INC, a California Corporation for profit (the "Merging Corporation") and TAHOE PEAKS, INC, a Florida Corporation for profit (the "Surviving Corporation"), into which the Merging Corporation intends to merge. (Hereinafter, the Merging Corporation and the Surviving Corporation shall be collectively referred to as the "Constituent Corporations").

2. Terms, Conditions, Manner, and Basis. The merger shall take place under the following terms and conditions. Furthermore, the manner and basis of converting the shares (and rights to acquire shares, if any) of the Merging Corporation into the shares (and rights to acquire shares, if any) of the Surviving Corporation shall be as follows:

- a. WHEREAS, JAMES RICHARD DONNELL is: (i) one of two Directors, (ii) the Chief Executive Officer (President), and (iii) the Chief Financial Officer (Treasurer) of the Merging Corporation. Furthermore, JAMES RICHARD DONNELL is the sole Shareholder of all of the 20 outstanding shares of the Merging Corporation's sole class of stock.
- b. WHEREAS, JENNIFER LEA DONNELL is: (i) the second of two Directors, and (ii) the Secretary of the Merging Corporation.
- c. WHEREAS, aside from its Articles of Incorporation, the Merging Corporation has no bylaws, shareholders' agreement, or similar governing document.
- d. WHEREAS, JAMES RICHARD DONNELL is the sole incorporator of the Surviving Corporation.
- e. WHEREAS, no initial directors were named in the Articles of Incorporation of the Surviving Corporation, and no directors have yet been elected.
- f. WHEREAS, the Surviving Corporation has heretofore transacted no business.
- g. WHEREAS, the merger is a mere change in identity, form or place of organization of one corporation and is intended to qualify as a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code.
- h. WHEREAS, it is intended that no gain or loss shall be recognized on the deemed exchange under Section 354(a) of the Internal Revenue Code.

NOW, THEREFORE:

- a. The Merging Corporation shall be merged into the Surviving Corporation.
- b. The merger shall become effective as of the date of the filing of the Articles of Merger.

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- c. Pursuant to Section 607.1107(1)(a), Florida Statutes, the merger is permitted by the law of California, and the Merging Corporation complies with that law in effecting the merger.
- d. Pursuant to Section 607.1107(4), Florida Statutes, the Surviving Corporation is to be governed by the laws of the State of Florida.
- e. JAMES RICHARD DONNELL, as incorporator, elects JAMES RICHARD DONNELL and JENNIFER LEA DONNELL as the initial directors of the Surviving Corporation. This election shall be deemed to have taken place immediately prior to any actions by such initial directors hereunder. Pursuant to Section 607.0205, Florida Statutes, JAMES RICHARD DONNELL's signature, below, shall constitute his written consent evidencing this action.

Immediately following such election, JAMES RICHARD DONNELL, as a Director of the Surviving Corporation, and JENNIFER LEA DONNELL, as a Director of the Surviving Corporation (Collectively, the "Board of Directors of the Surviving Corporation") appoint JAMES RICHARD DONNELL as Chief Executive Officer (President) and Chief Financial Officer (Treasurer) of the Surviving Corporation, and further appoint JENNIFER LEA DONNELL as Secretary of the Surviving Corporation. Pursuant to Section 607.0821, Florida statutes, the signatures of JAMES RICHARD DONNELL and JENNIFER LEA DONNELL below shall constitute their unanimous written consent, as Directors, evidencing such action, and such action shall be effective at the time described herein. In this manner, the individuals currently serving as Directors and Officers of the Merging Corporation continue to serve as Directors and Officers of the Surviving Corporation, and their positions remain identical in the Surviving Corporation.

- f. The 20 outstanding shares of the Merging Corporation's sole class of stock, all of which belong to JAMES RICHARD DONNELL, shall, when the merger becomes effective, be converted to 20 outstanding shares of the Surviving Corporation's sole class of stock (and JAMES RICHARD DONNELL shall continue to be the sole Shareholder of such Surviving Corporation's stock). To the extent needed to effectuate the above, the Board of Directors of the Surviving Corporation authorizes such shares to be issued for consideration of all of the property and outstanding stock of the Merging Corporation pursuant to Section 607.0621, Florida Statutes, and the Board of Directors of the Surviving Corporation has determined that the consideration is adequate.
- g. As a result of the operation of Section 607.1106, Florida Statutes, when the merger becomes effective:
 - i) The Merging Corporation merges into the Surviving Corporation and the separate existence of the Merging Corporation ceases.
 - ii) The title to all real estate and other property, or any interest therein, owned by each corporation party to the merger is vested in the Surviving Corporation without reversion or impairment.
 - iii) The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger.

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- iv) Any claim existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation which ceased existence.
- v) Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by such merger.
- vi) The Articles of Incorporation of the Surviving Corporation are not amended (and shall continue to be in effect as the governing Articles of Incorporation of the Surviving Corporation).
- vii) The shares (and the rights to acquire shares, obligations, or other securities) of the Merging Corporation that are to be converted into shares, rights, obligations, or other securities of the Surviving Corporation are converted (into shares of the Surviving Corporation) and the former holders of the shares are entitled only to the rights provided in the Articles of Merger or to their rights under Section 607.1302, Florida Statutes.

Whenever the above actions are hereinbefore stated to take place in a particular order, such actions are deemed to take place in the order stated, and (to the extent possible) the above actions are deemed to take place at the same instant, such that at all times, there is only one operating corporation for purposes of Section 368(a)(1)(F) of the Internal Revenue Code.

3. Consent to Election of Directors. Action by Directors. By his signature below, JAMES RICHARD DONNELL, as incorporator, evidences his consent to the election of JAMES RICHARD DONNELL and JENNIFER LEA DONNELL as the initial directors of the Surviving Corporation. Immediately following such election, by their signatures below, JAMES RICHARD DONNELL, as a Director of the Surviving Corporation, and JENNIFER LEA DONNELL, as a Director of the Surviving Corporation, evidence the unanimous consent of the Board of Directors of the Surviving Corporation to the appointment of JAMES RICHARD DONNELL as Chief Executive Officer (President) and Chief Financial Officer (Treasurer) of the Surviving Corporation, and the appointment JENNIFER LEA DONNELL as Secretary of the Surviving Corporation.

4. Approval and Adoption, and Authorization by Surviving Corporation. Pursuant to Section 607.1107(1)(d), Florida Statutes, the Surviving Corporation complies with the applicable provisions of Sections 607.1101 through 607.1105, Florida Statutes, as follows:

- a. Pursuant to Section 607.1101 Florida Statutes, the Board of Directors of the Surviving Corporation hereby adopts this Plan of Merger.
- b. Section 607.1103, Florida Statutes (requiring submission by the Board of Directors of the Surviving Corporation for approval by its shareholders) is inapplicable because, immediately prior to the merger, the Surviving Corporation had no shareholders.
- c. Section 607.1104, Florida Statutes is inapplicable because this merger does not involve a merger of a subsidiary corporation.
- d. Section 607.11045, Florida Statutes is inapplicable because this merger does not involve a corporation that has shares of any class or series which are either registered

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on a national securities exchange or designated as a national market system security on an interdealer quotation system by the National Association of Securities Dealers, Inc., or held of record by not fewer than 2,000 shareholders.

- e. Pursuant to Section 607.1105, Florida Statutes, the Surviving Corporation shall deliver Articles of Merger to the Florida Department of State for filing, the Board of Directors and Shareholder of the Surviving Corporation hereby authorize JAMES RICHARD DONNELL or JENNIFER LEA DONNELL to sign the Articles of Merger to be filed with the Florida Department of State in connection with this Plan.

5. Approval and Authorization by Merging Corporation. Pursuant to Section 1108, California Corporations Code, the Surviving Corporation is authorized to effect the merger under Florida law, and the merger proceedings may be in accordance with the laws of Florida, subject to subdivision (d), Section 407, and Chapters 12 (Section 1200, et seq., California Corporations Code) and 13, with respect to the Merging Corporation.

- a. Pursuant to Section 1200, California Corporations Code, the reorganization is hereby approved by the Board of Directors of the Merging Corporation (and to the extent required, the Surviving Corporation).
- b. Pursuant to Section 1201, California Corporations Code, the principal terms of the reorganization are hereby approved by the outstanding shares of the Merging Corporation (and, to the extent required, of the Surviving Corporation). Such approval is made unanimously pursuant to Sections 152 and 603, California Corporations Code, and the signature of JAMES RICHARD DONNELL below shall constitute his consent in writing with respect to his shares of the Merging Corporation (and, to the extent required, of the Surviving Corporation), and his waiver of notice of shareholder approval (to the extent permitted by applicable law).
- c. By his signature below, JAMES RICHARD DONNELL acknowledges that he understands his rights pursuant to Chapter 13, California Corporations Code, and further represents and acknowledges that his shares are not "dissenting shares", as the term is used in that Chapter, and that such representation and acknowledgment is binding upon his heirs, successors, and assigns.
- d. The Board of Directors and Shareholder of the Merging Corporation, and of the Surviving Corporation, hereby authorize JAMES RICHARD DONNELL or JENNIFER LEA DONNELL to make such filings and perform such acts as may be necessary or desirable pursuant to Section 1108(d) of the California Corporations Code, to effect the merger in connection with this Plan, including but not limited to requiring this Plan of Merger to be signed in counterpart (i.e., duplicate).

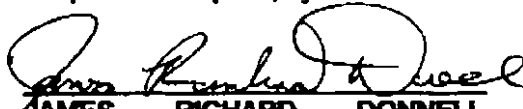
6. Legal Representation. This Plan has been prepared by the LAW OFFICES OF JOHN E. MOORE, III, PLLC (the "Law Firm") which represents only JAMES RICHARD DONNELL with respect to this Plan and the merger related thereto, provided, however, that the Law Firm represents no one with respect to this Plan and the merger related thereto, with respect to any issue of California law. The Law Firm has advised JAMES RICHARD DONNELL to seek professional counsel regarding all aspects of California law, and JAMES RICHARD DONNELL has had an opportunity to seek, and has sought and received such advice. Furthermore, the Law Firm has advised all other parties to seek independent counsel.

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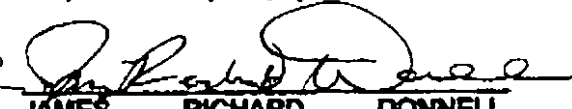
"Surviving Corporation"


TAHOE PEAKS, INC., a Florida
Corporation for profit, by:



JAMES RICHARD DONNELL,
Incorporator, Director, President,
Treasurer, and Shareholder
12/28/2017
Date

"Merging Corporation"

TAHOE PEAKS, INC., a California
Corporation for profit, by:


JAMES RICHARD DONNELL,
Incorporator, Director, President,
Treasurer, and Shareholder
12/28/2017
Date


JENNIFER LEA DONNELL, Director
and Secretary
12/28/2017
Date


JENNIFER LEA DONNELL, Director and
Secretary
12/28/2017
Date

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