

P18000016448

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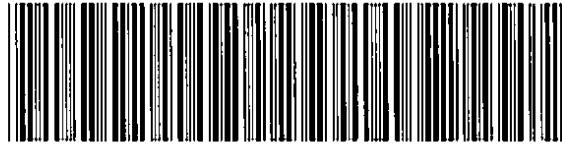
(Business Entity Name)

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ACCOUNT NO. : I20000000195

REFERENCE : 629964 7818288

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 70.00

ORDER DATE : January 20, 2021

ORDER TIME : 10:49 AM

ORDER NO. : 629964-020

CUSTOMER NO: 7818288

ARTICLES OF MERGER

OCTOBER MOON, INC.

INTO

OCTOBER MOON HOLDINGS INC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: On Hold -- See Rep

EXAMINER'S INITIALS: _____

**Articles of Merger for
a Florida Profit Corporation**


The following Articles of Merger are submitted to merge the following California Profit Corporation, as the merging party, into the following Florida Profit Corporation, as the surviving party, in accordance with §607.1105, *Florida Statutes*.

- FIRST:** The sole merging party is
October Moon, Inc., a California corporation
California Department of State Document Number 1936401.
- SECOND:** The surviving party is
October Moon Holdings Inc., a Florida corporation
Florida Department of State Document Number P18000016448.
- THIRD:** The merging party and the surviving party approved the attached Plan of Merger in accordance with the applicable provisions of *Chapters 607, Florida Statutes*
- FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
- FIFTH:** The Plan of Merger was adopted by the Board of Directors of October Moon Holdings, Inc, a Florida corporation, on December 25, 2018 and shareholder approval was not required.
- SIXTH:** The Plan of Merger was adopted by the Board of Directors of October Moon, Inc, a California corporation, on December 25, 2018 and shareholder approval was not required.
- SEVENTH:** The merged party and the surviving party execute these Articles of Merger on January 20, 2020.

October Moon, Inc.

By: 
Charles Larsen, its Director

By: 
Shelby Larsen, its Director

By: 
Tonya Lawson, its Director

By: 
Wendy Jamison, its Director

By: 
Alexis McKenzie, its Director

October Moon Holdings, Inc.

By: 
Charles Larsen, its Director

By: 
Shelby Larsen, its Director

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TALLAHASSEE, FL

Plan of Merger

§607.1101, Florida Statutes authorizes the merger of a California Profit Corporation, as the merging party, into a Florida Profit Corporation, as the surviving party. The following California Profit Corporation, as the merging party, merging into the following Florida Profit Corporation, as the surviving party, adopts this Plan of Merger in accordance with *§607.1101, Florida Statutes*.

FIRST: The sole merging party is

October Moon, Inc., a California corporation
California Department of State Document Number 1936401.

SECOND: The surviving party is

October Moon Holdings, Inc., a Florida corporation
Florida Department of State Document Number P18000016448.

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

The merger's effective date is 1 January 2019 at 12:00 a.m. EST, which is not prior to, nor more than 90 calendar days after the date the Articles of Merger are to be filed by the Florida Department of State.

The effective date, however, is subject to the merging party's integration of business operations under this Third Article of the Plan of Merger, which also will not be prior to, nor more than, 90 calendar days after the date the Articles of Merger filed by the Florida Department of State. If the surviving party has not received all governmental and private licenses, permits, and approvals necessary to operate the merging party's business in all respects as presently performed in all respects, then the merging party will continue to operate each business operation or identifiable, discrete business segment for the surviving party's benefit until the surviving party receives all required or desirable licenses, permits and approvals, at which point the merging party will cease activity and existence. In order to transfer business operation to the surviving party without disruption, the merging party will maintain all existing licenses, permits approvals, tax identification number, sales tax certificates, insurance, bonds, employees, agreements, loan agreement, and other contracts and things necessary until the point that all business operations can transfer to the surviving party and operate in accordance with all laws and agreements in the surviving party's sole business judgment, at which point the surviving party may file an amendment to this Plan of Merger as an amendment to the surviving party's Articles of Incorporation within 14 calendar days of the transfer and, then, the merging party will cease all operations on the surviving party's behalf and cease existence. In no event will the merging party continue operation, or the surviving party file any contemplated amendment to this Plan of Merger as an amendment to the surviving party's Articles of Incorporation, beyond 90 days after the Articles of Merger are filed by the Florida Department of State.

The parties' economic intent is that the merging party's operations allowed under the prior paragraph are solely for the surviving party's benefit as of 12:00 a.m. EST on 1 January 2019 and that the transition period constitutes the surviving party's activities for all financial and tax reporting purposes such that taxing authorities, including the Internal Revenue Service, recognize the merger retroactively to 1 January 2019 for tax purposes, if necessary. To that end, the parties intend that the merging party will close its books as of 12:00 a.m. EST on 1 January 2019 to the extent permitted under the *Internal Revenue Code of 1986, as amended*, unless closing the books would prevent the parties' economic intent.