

PI9000088462

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(Business Entity Name)

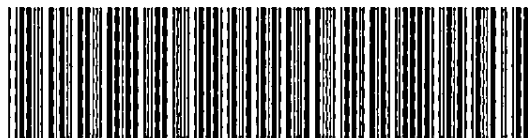
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CC
N. J. C. R. G. E. R.

JAN 16 2020
ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dynamic Doingness, 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:

Mary Jo Smith-Obolensky

Contact Person

Dynamic Doingness, Inc.

Firm/Company

346 Gulf Road

Address

Key Biscayne, FL 33149

City/State and Zip Code

maryjo@dynamicedoingness.com

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

For further information concerning this matter, please call:

Mary Jo Smith-Obolensky

Name of Contact Person

At (818) 662-9731

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

(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)
Dynamic Doingness, Inc.	Florida	P19000088462

Second: The name and jurisdiction of each merging corporation:

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

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TALLAHASSEE, FL

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
15 November 2019 _____ 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
15 November 2019 _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

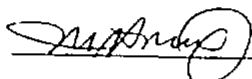
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

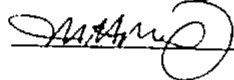
Typed or Printed Name of Individual & Title

Dynamic Doingness, Inc.



Mary Jo Smith-Obolensky, President

Dynamic Doingness, Inc.



Mary Jo Smith-Obolensky, President

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:

Name

Dynamic Doingness, Inc.

Jurisdiction

Florida

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

Name

Dynamic Doingness, Inc.

Jurisdiction

California

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

EXHIBIT A -- PLAN OF MERGER -- (attached)

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)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and 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)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

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EXHIBIT A PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101 Florida Statutes.

1. Pursuant to Section 607.1101, Florida Statutes, as of the Effective Time (as defined herein) Dynamic Doingness, Inc., a California corporation (the "Merging Corporation") shall be merged, with and into Dynamic Doingness, Inc., a Florida corporation (herein sometimes called the "Surviving Corporation") (the "Merger"). The Surviving Corporation shall be the surviving corporation.
2. The Merger shall become effective when Articles of Merger are filed with Florida Department of State pursuant to Section 607.1105, Florida Statutes. The time when the Merger shall become effective is referred to herein as the "Effective Time."
3. At the Effective Time, (i) the separate existence of Merging Corporation shall cease and Merging Corporation shall be merged with and into Surviving Corporation and Surviving Corporation shall continue as the surviving corporation; (ii) the articles of incorporation of Surviving Corporation shall remain unchanged; (iii) the bylaws of Surviving Corporation shall remain unchanged; (iv) the directors and officers of Surviving Corporation immediately prior to the Effective Time shall remain the directors and officers of the Surviving Corporation in each case until their respective successors shall have been duly elected, designated, or qualified or until their earlier death, resignation, or removal in accordance with the Surviving Corporation's articles of incorporation and bylaws; and (v) the Merger shall, from and after the Effective Time, have all the effects provided by Section 1106 of the Florida Business Corporation Act and other applicable law.
4. At the Effective Time holders of shares of common stock, options and warrants of the Surviving Corporation shall receive consideration in accordance with the Agreement and Plan of Merger dated 15 November 2019, among the Merging Corporation, the Surviving Corporation and other parties to the Agreement and Plan of Merger.
5. The Merging Corporation and the Surviving Corporation hereby reserve the right to amend, alter, change or repeal any provisions contained in any of the articles of this Plan of Merger or as the same may hereafter be amended in the manner now or hereafter provided by the laws of the State of Florida