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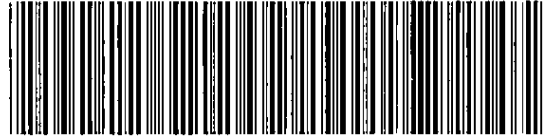
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**DATE: 11/29/21**

**NAME: EARTH TO ENERGY, INC.**

**TYPE OF FILING: MERGER**

**COST: 70.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*a Hodge*

## **ARTICLES OF MERGER**

(Pursuant to Section 607.1105 of  
Florida Business Corporation Act)

**Earth To Energy, Inc.**, a Florida Corporation, (hereinafter referred to as the "Surviving Corporation") and **Grow Power, L.L.C.**, a Nevada limited liability company, (hereinafter referred to as the "Absorbed Company") hereby agree to and submit in accordance with the Florida Business Corporation Act, the following Articles of Merger:

1. Surviving Corporation, Earth To Energy, Inc., is a corporation governed by the laws of Florida.

2. Absorbed Company, Grow Power, L.L.C., is a limited liability company governed by the laws of Nevada.

3. Surviving Corporation and Absorbed Company have entered into a Plan of Merger attached hereto as Exhibit A.


4. The Plan of Merger has been approved by the Members of Absorbed Company, in accordance with the laws of the State of Nevada.

5. The Plan of Merger has been approved by the Surviving Corporation's Board of Directors in acceptance with the laws of the State of Florida. Pursuant to Section 607.1103(8), no shareholder approval is required.

6. The Effective Date of the merger shall be the date upon which these Articles of Merger are filed with the Secretary of State, State of Florida.

### **SURVIVING CORPORATION:**

**EARTH TO ENERGY, INC.,**  
**a Florida Corporation**

By:   
Robert Desrosiers, President

Earth To Energy, Inc.  
Grow Power, L.L.C.  
Articles of Merger

### **ABSORBED COMPANY:**

**GROW POWER, L.L.C.,**  
**a Nevada Limited Liability Company**

By:   
Robert Desrosiers, Manager

## EXHIBIT A

### AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made and entered into this \_\_\_\_ day of November, 2021, by and between Earth To Energy, Inc., a Florida Corporation, (hereinafter referred to the "Surviving Corporation") and Grow Power, L.L.C., a Nevada Limited Liability Company (hereinafter referred to as the "Absorbed Company").

1. Earth To Energy, Inc. (Surviving Corporation) is a corporation organized under the laws of the State of Florida; and

2. Grow Power, L.L.C. (Absorbed Company) is a limited liability company organized under the laws of the State of Nevada; and

3. As a result of the merger and in accordance with the terms of this Agreement, Absorbed Company will cease to have a separate existence, and Surviving Corporation shall continue in existence.

4. The terms and conditions of the merger are:

a. Absorbed Company shall merge with and into Surviving Corporation whereby Surviving Corporation shall be the sole and only remaining business organization.

b. On the Effective Date of the merger, the separate existence of the Absorbed Company shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property of the Absorbed Company, including, without limitation, real personal, and mixed property of the Absorbed Company, without the necessity for any separate transfer, all of which shall be governed by Florida law. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Company, and neither the rights of creditors nor any liens on the property of the Absorbed Company shall be impaired by the merger hereof.

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c. At the Effective Date and as a result of the merger, automatically and without further act of Absorbed Company and Surviving Corporation or the holders of Absorbed Company and Surviving Corporation shares, the following shall occur:

i. The membership interests of Absorbed Company before the Effective Date shall convert to 500,000 shares of common stock of Surviving Corporation; and

ii. The issued and outstanding common shares of Surviving Corporation before the Effective Date shall remain issued and outstanding after the Effective Date and shall be unaffected by the Merger.

iii. After the Effective Date of the merger, the holders of the certificates, if any, for membership interests of the Absorbed Company shall surrender such certificates or otherwise assign such interest to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require, after which and upon such receipt, the Surviving Corporation shall issue in exchange therefore certificates for the shares of stock in Surviving Corporation to which the holders are entitled as provided hereinabove.

d. There shall be no change in Surviving Corporation's Articles of Incorporation; the Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of Surviving Corporation following the Effective Date of the merger.

e. The By-Laws of the Surviving Corporation, shall continue to be the By-Laws of the Surviving Corporation following the Effective Date of the merger.

f. The officers and director of the Surviving Corporation, on the Effective Date of the merger shall continue as the officers and directors of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

g. The name of the Surviving Corporation shall remain Earth To Energy, Inc.

h. At and after the Effective Date, all of the assets and property of every kind and character, real, personal and mixed, tangible and intangible, choses in action, rights and credits owned by Absorbed Company as of the Effective Date, or which would inure to any of them, shall immediately, by operation of law and without any conveyance or transfer and without any further act or deed, be vested in and become the property of the Surviving Corporation, which shall have, hold and enjoy the same in its own right as fully and to the same extent as the same were possessed, held and enjoyed by Surviving Corporation.

i. As of and after the Effective Date, all the rights of creditors of each of Absorbed Company shall be preserved unimpaired, and all liens upon the property of Absorbed Company shall be preserved unimpaired on only the property affected by any such lien immediately before the Effective Date.

j. Neither the Absorbed Company nor the Surviving Corporation shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed Company and Surviving Corporation may take all action necessary or appropriate under the laws of the State of Nevada and the State of Florida to consummate this merger.

k. This Plan of Merger shall be submitted for the approval of the Members of the Absorbed Company and the Board of Directors of the Surviving Corporation in the manner provided by the applicable laws of the State of Nevada and the State of Florida. Pursuant to Section 607.1103, (8), Florida Statutes, approval by the Surviving Corporation's Shareholder is not required.

l. As of the Effective Date of the Merger, Absorbed Company shall be deemed to have transferred and conveyed all of its rights, title and interest in and to all of the assets of the Absorbed Company to the Surviving Corporation. If at time the Surviving Corporation shall consider or be advised that any acknowledgement or assurances in law or other similar

actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title or interest of the Absorbed Company held immediately prior to the Effective Date of the merger, the Absorbed Company and its Manager shall and will execute and deliver all such acknowledgements or assurances in law and all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving Corporation that shall be necessary to carry out the purposes of this Plan of Merger, and the Surviving Corporation or the proper officers and directors thereof are fully authorized to take any and all such action in the name of the Absorbed Company or otherwise.

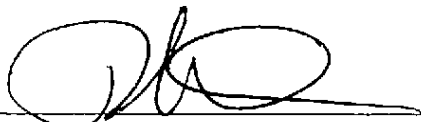
m. The Effective Date of the merger shall be the date upon which the Articles of Merger are filed with the Secretary of State, State of Florida.

5. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

This Plan of Merger is executed on behalf of the parties by their authorized managers and officers on the date first above written.


ABSORBED COMPANY:

GROW POWER, L.L.C.,  
a Nevada Limited Liability Company

By:   
Robert Desrosiers, Manager

SURIVING CORPORATION:

EARTH TO ENERGY, INC.,  
a Florida Corporation

By:   
Robert Desrosiers, President