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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Gym Force, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Matt Mathews, Attorney at Law

Contact Person

Mathews Law Firm, PA

Firm/Company

277 Pinewood Drive

Address

Tallahassee, Florida 32303

City, State and Zip Code

m2@mathewslawfirm.com

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

For further information concerning this matter, please call:

Shannon Mathews

Name of Contact Person

at (850) 681-9303 x7

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
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**ARTICLES OF MERGER
OF
JH&KS, LLC
WITH AND INTO
GYM FORCE, INC**

The following articles of merger are being submitted in accordance with section(s) 607.1109 and/or 608.4382, Florida Statutes. All parties hereto are Florida entities, either corporation or limited liability company.

The undersigned companies, **JH&KS, LLC**, a Florida limited liability company, and **GYM FORCE, INC**, a Florida corporation, do hereby agree and adopt the following Articles of Merger for the purpose of merging **JH&KS, LLC** with and into **GYM FORCE, INC**.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address Jurisdiction Entity Type

1. JH&KS, LLC, a Florida limited liability company.
 2860 Industrial Plaza Drive
 Tallahassee, FL 32301

Florida Document/Registration Number: L07000126373 FEI Number: 261597800

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address Jurisdiction Entity Type

Gym Force, Inc, a Florida corporation.
2860 Industrial Plaza Drive
Tallahassee, FL 32301

Florida Document/Registration Number: P95000035906 FEI Number: 593359813

THIRD: The attached Plan of Merger meets the requirements of Section(s) 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and/or limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes.

FOURTH: All parties are Florida entities.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

SIXTH: The merger shall become effective in the corporate records of the State of Florida as of:

The date these Articles of Merger are filed with Florida Department of State

SEVENTH: These Articles of Merger comply and were executed in accordance with the laws of Florida. All parties are Florida entities.

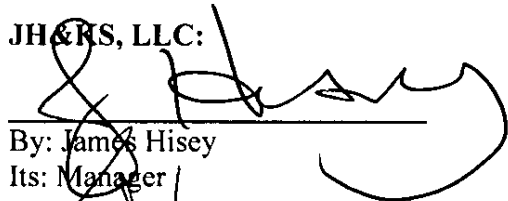
EIGHTH: The shareholders resulting from the merger shall be:

	Original Shares of <u>Corporation</u>	Shares Converted from Merged Member Interests <u>of Company</u>
Kevin Standriff	4	1
James Hisey	4	1

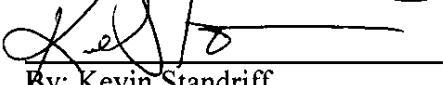
IN WITNESS WHEREOF, the undersigned companies hereby make and file these Articles of Merger declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this ____ day of September, 2013.

MERGING COMPANY:

JH&RS, LLC:


By: James Hisey


Its: Manager


By: Kevin Standriff

Its: Manager

SURVIVING COMPANY:

GYM FORCE, INC:


By: Kevin Standriff

Its: President

**AGREEMENT AND PLAN OF MERGER
OF
JH&KS, LLC
WITH AND INTO
GYM FORCE, INC**

THIS AGREEMENT AND PLAN OF MERGER (hereinafter "Agreement") is to be effective this **1st day of January, 2013**, by and between **JH&KS, LLC**, a Florida limited liability company ("JH&KS") (hereinafter JH&KS sometimes referred to as the "Merging Company") and **GYM FORCE, INC.**, a Florida corporation ("Gym Force") (hereinafter Gym Force referred to as the "Surviving Company"), said two (2) companies hereinafter sometimes referred to collectively as the "Constituent Companies".

WITNESSETH:

WHEREAS, by prior corporate action, all of the members of the Board of Directors and all of the shareholders of the Surviving Company and all of the members and all of the managers of JH&KS deem it advisable and in the best interests of their respective Constituent Company that the Merging Company be merged with and into the Surviving Company, under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Constituent Companies agree as follows:

**ARTICLE 1
TERMS OF MERGER**

The Merging Company shall be merged with and into the Surviving Company. The company surviving after the merger shall be the Surviving Company, and the separate existence of the Merging Company shall cease as of the close of business on the effective date of this Agreement, as will be further evidenced by the filing of the Articles of Merger with the Florida Department of State. The Surviving Company shall retain the name of **GYM FORCE, INC** after the merger. As of the effective date of the merger, the Surviving Company shall possess all of the rights, privileges, powers and franchises of the Merging Company, of a public as well as a private nature, and all property, real, personal or otherwise, of the Merging Company, and all debts due on whatever account to the Merging Company, including all choses of action and all and every other interest of or belonging to the Merging Company, shall be taken by and deemed to be transferred to and vested in the Surviving Company without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Company shall continue unaffected and unimpaired by the merger.

ARTICLE 2
MANAGERS AND OFFICERS;
ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT

The Board of Directors of the Surviving Company immediately prior to the merger hereunder shall, after the merger, continue to serve as the Board of Directors of the Surviving Company without change, subject to the provisions of the Articles of Incorporation of the Surviving Company and the laws of the State of Florida. The Articles of Incorporation of the Surviving Company, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Company until duly amended in accordance with law, and no change to such Articles of Incorporation of the Surviving Company shall be effected by the merger hereunder.

ARTICLE 3
CONVERSION OF SHARES AND OF INTERESTS

After the effective date of this Agreement, each holder of member interests in JH&KS shall surrender the same to the Surviving Company, and such member interests shall be canceled as of the effective date of the merger. Each fifty percent (50%) membership interest in JH&KS shall be changed and converted into one share of Surviving Company.

ARTICLE 4
MANAGER

Surviving Company is a Florida corporation and the name and address of its manager is:

Kevin Standriff
1331 West Blockford Court
Tallahassee, Florida 32317

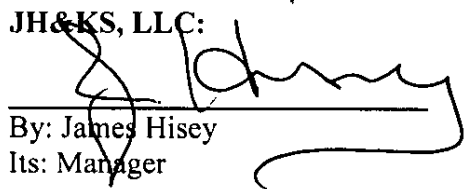
ARTICLE 5
EFFECTIVE DATE

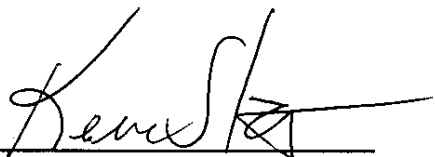
The merger hereunder shall be effective as of the close of business on the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereunto have caused this Agreement and Plan of Merger to be executed on the day and date first written above.

MERGING COMPANY:

JH&KS, LLC:

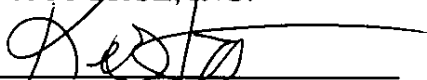

By: James Hisey
Its: Manager



By: Kevin Standriff
Its: Manager

SURVIVING COMPANY:

GYM FORCE, INC:



By: Kevin Standriff
Its: President

**JOINT WRITTEN ACTION OF ALL OF THE MEMBERS OF THE BOARD OF
DIRECTORS AND ALL OF THE SHAREHOLDERS OF GYM FORCE, INC**

Effective January 1, 2013

THE UNDERSIGNED, constituting all of the members of the Board of Directors and all of the shareholders of Gym Force, Inc, a Florida corporation (the "Corporation"), hereby takes the following action pursuant to Sections 607.1108 and 608.438, Florida Statutes:

WHEREAS, in the opinion of all of the members of the Board of Directors and all of the shareholders, it is advisable and in the best interests of the Company and its members that JH&KS, LLC be merged with and into the Corporation, in accordance with the terms and provisions of that certain Agreement and Plan of Merger of JH&KS, LLC with and into Gym Force, Inc. ("Agreement and Plan of Merger"), a copy of which is attached hereto as Exhibit "A" and incorporated herein by this reference.

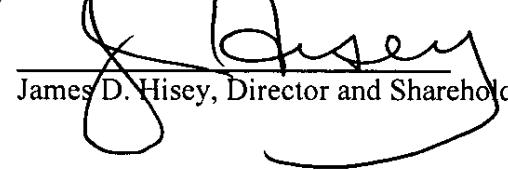
NOW, THEREFORE, BE IT RESOLVED THAT:

1. All of the members of the Board of Directors and all of the shareholders hereby approve and adopt the Agreement and Plan of Merger.
2. All of the members of the Board of Directors and all of the shareholders hereby approve and adopt the Articles of Merger of JH&KS, LLC with and into Gym Force, Inc. (the "Articles of Merger"), a copy of which is attached hereto as Exhibit "B" and incorporated herein by this reference.
3. The current officers of the Corporation are hereby authorized, empowered and directed to execute the Agreement and Plan of Merger and the Articles of Merger, and to do all such acts and things, to execute any other documents, agreements and certificates in the name and on behalf of the Corporation, to deliver or file any such articles, agreements, documents or certificates when executed, and to take all such other action as is necessary to effectuate the Agreement and Plan of Merger and the full intent and purposes thereof.
4. This Written Action is effective as of the date stated above.
5. There are currently two shares of authorized but unissued shares of the Corporation's stock, which are available for issuance in exchange for member interests of JH&KS, LLC.

IN WITNESS WHEREOF, each of the undersigned hereunto sets their hand and seal.

DIRECTORS:


Kevin C. Standriff, Director and Shareholder


James D. Hisey, Director and Shareholder

**JOINT WRITTEN ACTION OF ALL OF THE MEMBERS AND ALL OF THE
MANAGERS OF JH&KS, LLC**

Effective January 1, 2013

THE UNDERSIGNED, constituting all of the members and all of the managers of JH&KS, LLC, a Florida limited liability company (the "Company"), hereby takes the following action pursuant to Sections 607.1108 and 608.438, Florida Statutes:

WHEREAS, in the opinion of all of the members and all of the managers, it is advisable and in the best interests of the Company and its members that the Company be merged with and into Gym Force, Inc, a Florida corporation, in accordance with the terms and provisions of that certain Agreement and Plan of Merger of JH&KS, LLC with and into Gym Force, Inc. ("Agreement and Plan of Merger"), a copy of which is attached hereto as Exhibit "A" and incorporated herein by this reference.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. All of the members and all of the managers hereby approve and adopt the Agreement and Plan of Merger.
2. All of the members and all of the managers hereby approve and adopt the Articles of Merger of JH&KS, LLC with and into Gym Force, Inc. (the "Articles of Merger"), a copy of which is attached hereto as Exhibit "B" and incorporated herein by this reference.
3. The members and managers of the Company are hereby authorized, empowered and directed to execute the Agreement and Plan of Merger and the Articles of Merger, and to do all such acts and things, to execute any other documents, agreements and certificates in the name and on behalf of the Company, to deliver or file any such articles, agreements, documents or certificates when executed, and to take all such other action as is necessary to effectuate the Agreement and Plan of Merger and the full intent and purposes thereof.
4. This Written Action is effective as of the date stated above.

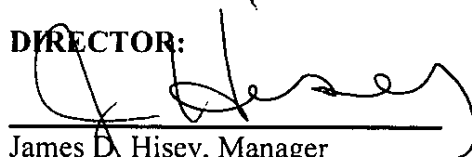
IN WITNESS WHEREOF, each of the undersigned hereunto sets their hand and seal.

DIRECTOR:



Kevin C. Standriff, Manager

DIRECTOR:



James D. Hisey, Manager