

P96000081582

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

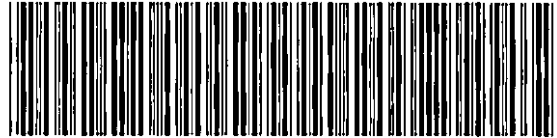
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200322088502

FILED

18 DEC 28 AM 8:14

FLORIDA STATE
TALLAHASSEE, FLORIDA

RECEIVED

18 DEC 28 PM 4:29

FLORIDA STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JAN 02 2019

S. YOUNG

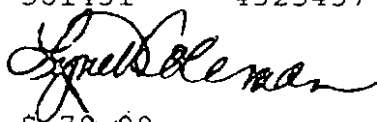
54

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 561431 4325457

AUTHORIZATION :



COST LIMIT : \$ 70.00

ORDER DATE : December 28, 2018

ORDER TIME : 2:17 PM

ORDER NO. : 561431-010

CUSTOMER NO: 4325457

ARTICLES OF MERGER

FOUR KIDS INVESTMENTS, INC.

INTO

O2B EARLY EDUCATION HOLDING,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Emily Croft

EXAMINER'S INITIALS: _____

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)
O2B EARLY EDUCATION HOLDING, INC.	DELAWARE	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FOUR KIDS INVESTMENTS, INC.	FLORIDA	
O2B EARLY EDUCATION HOLDING, INC.	DELAWARE	

FILED
18 DEC 28 AM 8:14
RECEIVED
CLERK OF STATE
TALLAHASSEE, FLORIDA

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
December 27, 2018 _____ 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
December 27, 2018 _____ 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

FOUR KIDS INVESTMENTS, INC.

APK

Peter Andrew Sherrard, Jr., CEO

BB EARLY EDUCATION HOLDING, INC.

David Schaible , President

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

FOUR KIDS INVESTMENTS, INC.

Peter Andrew Sherrard, Jr., CEO

O2B EARLY EDUCATION HOLDING, INC. *D. K. Schaible*

David Schaible, President

PLAN AND AGREEMENT OF MERGER
OF
FOUR KIDS INVESTMENTS, INC.
(a Florida corporation)
AND
O2B EARLY EDUCATION HOLDING, INC.
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER entered into as of December 27, 2018 by and between FOUR KIDS INVESTMENTS, INC., a Florida corporation ("*Four Kids Investments*" or the "*Subsidiary*"), and O2B EARLY EDUCATION HOLDING, INC., a Delaware corporation ("*O2B Early Education*" or the "*Parent*").

WHEREAS Four Kids Investments is a business corporation of the State of Florida, and 100% of the issued and outstanding capital stock of Four Kids Investments is owned by O2B Early Education;

WHEREAS O2B Early Education is a business corporation of the State of Delaware, and 100% of the issued and outstanding capital stock of O2B Early Education is owned by O2B Early Education Holding LLC, a Delaware limited liability company;

WHEREAS the Florida Business Corporation Act permits a merger of a Florida subsidiary corporation with and into a parent corporation of another jurisdiction without the approval of the shareholders of the Florida subsidiary corporation, provided that the foreign parent corporation owns at least 80% of the outstanding shares of each class of the Florida subsidiary corporation;

WHEREAS the Delaware General Corporation Law permits a merger of a subsidiary corporation of another jurisdiction with and into a Delaware parent corporation without the approval of the shareholders of the Delaware corporation, provided the Delaware parent corporation owns at least 90% of the outstanding shares of each class of the stock of a foreign subsidiary corporation; and

WHEREAS the Board of Directors of Four Kids Investments and the Board of Directors of O2B Early Education have declared it advisable and to the advantage, welfare, and best interests of said corporations and the Sole Shareholder of Four Kids Investments and Sole Stockholder of O2B Early Education, to merge Four Kids Investments with and into O2B Early Education pursuant to the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law, respectively, upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, duly entered into by Four Kids Investments and O2B Early Education, the terms and conditions of this Plan and Agreement of Merger, and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth:

1. Four Kids Investments and O2B Early Education, pursuant to the applicable provisions of the Florida Business Corporation Act and the applicable provisions of the Delaware General Corporation Law, shall be merged, and O2B Early Education (sometimes hereinafter referred to as the "*Surviving Corporation*"), shall be the surviving corporation (the "*Merger*") from and after the time of the filing of a Certificate of Merger with the Delaware Department of State (the "*Effective Time*"), and which shall continue to exist as said Surviving Corporation under its present name. The separate existence of Four Kids Investments (sometimes hereinafter referred to as the "*Terminating Company*") shall cease at the Effective Time.

2. The Certificate of Incorporation of the Surviving Corporation as the same shall be in force and effect in the State of Delaware at the Effective Time of the Merger herein provided for shall continue to be the

Certificate of Incorporation of the Surviving Corporation until further amended and changed pursuant to the provisions of the Delaware General Corporation Law.

3. The present by-laws of the Surviving Corporation will be the by-laws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended.

4. The directors and officers of the Surviving Corporation in office at the Effective Time of the Merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. At the Effective Time of the Merger, the shares of the Terminating Company shall not be converted in any manner, but each share which is issued and outstanding as of the Effective Time of the Merger shall be surrendered and extinguished. The issued and outstanding shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each share which is issued and outstanding as of the Effective Time of the Merger shall continue to represent one issued and outstanding share of the Surviving Corporation.

6. When this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the Terminating Company in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the Surviving Corporation in accordance with the provisions of the Delaware General Corporation Law, the parties agree that they will cause to be executed, filed and recorded (1) Florida Articles of Merger together with a counterpart of this Plan, (2) a Delaware Certificate of Merger, and (3) any other instruments prescribed by the laws of the State of Florida and by the laws of the State of Delaware.

7. The Board of Directors and the proper officers of the Terminating Company, and the Board of Directors and the proper officers of the Surviving Corporation, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be necessary to carry out any of the provisions of this Plan and Agreement of Merger or of the Merger herein provided for.

8. This Plan and Agreement of Merger shall become effective upon the filing of a Certificate Merger in the State of Delaware.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent companies thereto as of the date first set forth above.

O2B EARLY EDUCATION HOLDING, INC.

By: David K. Schaible
Name: David Schaible
Title: Authorized Officer

FOUR KIDS INVESTMENTS, INC.

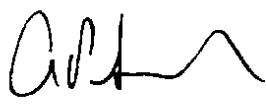
By: _____
Name: Peter Andrew Sherrard, Jr.
Title: Authorized Officer

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent companies thereto as of the date first set forth above.

O2B EARLY EDUCATION HOLDING, INC.

By: _____
Name: David Schaible
Title: Authorized Officer

FOUR KIDS INVESTMENTS, INC.

By:  _____
Name: Peter Andrew Sherrard, Jr.
Title: Authorized Officer