

P01000059703

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
EC Global Dynamics, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	14
Estimated Charge	\$70.00

C.COULLIETTE

NOV 15 2011

EXAMINER



August 29, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EC GLOBAL DYNAMICS, INC.
2550 EISENHOWER BLVD STE 306
FT LAUDERDALE, FL 33316

SUBJECT: EC GLOBAL DYNAMICS, INC.
REF: P01000059703

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2002 annual report. The entity must be reinstated before this document can be filed. - *Corrected*

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: E11000213496
Letter Number: 411A00020129

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)
<u>EC Global Dynamics, Inc.</u>	<u>New York</u>	<u> </u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>EC Global Dynamics, Inc.</u>	<u>Florida</u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
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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.)

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 March 31, 2011.

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 31, 2011 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 March 31, 2011.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on March 31, 2011 and shareholder approval was not required.

(Attach additional sheets if necessary)

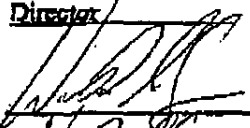
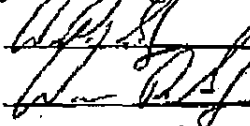
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

EC Global Dynamics, Inc.
(Florida Corporation)
EC Global Dynamics, Inc.
(Florida Corporation)
EC Global Dynamics, Inc.

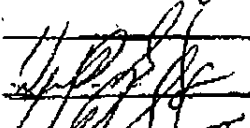
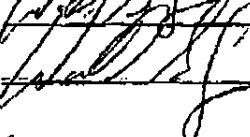



Warren D. Gawley / President / Vice Preside

Warren D. Gawley / Treasurer / Secretary

Warren D. Gawley / Director

EC Global Dynamics, Inc.
(New York Corporation)
EC Global Dynamics, Inc.
(New York Corporation)
EC Global Dynamics, Inc.

Warren D. Gawley / President / Vice Presiden

Warren D. Gawley / Treasurer / Secretary

Warren D. Gawley / Director

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>EC Global Dynamics, Inc.</u>	<u>New York</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>EC Global Dynamics, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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DIVISION OF CORPORATIONS

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

See attached Plan of Merger and Certificate of Merger filed with NYS on 5/25/11

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:

See attached Plan of Merger and Certificate of Merger filed with NYS on 5/25/11

(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:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

**PLAN AND AGREEMENT OF MERGER
BETWEEN EC GLOBAL DYNAMICS, INC.,
(A Florida Corporation) and
EC GLOBAL DYNAMICS, INC.,
(A New York Corporation)**

This Plan and Agreement of Merger between dated the 14th day of March, 2011, by and between EC GLOBAL DYNAMICS, INC., a Corporation organized and existing under the laws of the State of Florida, hereinafter referred to as "EC GLOBAL DYNAMICS FLORIDA", and a majority of the Directors thereof, a party to the first part, and EC GLOBAL DYNAMICS, INC., a Corporation organized and existing under the laws of the State of New York, hereinafter sometimes referred to as "EC GLOBAL DYNAMICS NEW YORK", party of the second part,

WITNESSETH:

WHEREAS, all of the outstanding stock of both Corporations above named is held by the same Shareholder; and

WHEREAS, the Articles of Incorporation of EC GLOBAL DYNAMICS FLORIDA, were filed in the Office of the Florida Department of State, Division of Corporations, on June 15, 2001 under the name EC GLOBAL DYNAMICS, INC.

WHEREAS, the parties hereto are desirous of effecting a tax-free reorganization constituting a mere change in its identity, form, or place of organization of EC GLOBAL DYNAMICS, INC., a Florida Corporation, within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code, and more particularly wish to change its State of Incorporation from the State of Florida to the State of New York; and

WHEREAS, to accomplish said objective the Certificate of Incorporation of EC GLOBAL DYNAMICS, INC., a New York Corporation, was filed with the Department of State of the State of New York on the 14th day of March, 2011 under the name of EC GLOBAL DYNAMICS, INC., which name has not thereafter been changed; and

WHEREAS, the parties hereto wish to provide for the merger of EC GLOBAL DYNAMICS, INC., a Florida Corporation, with and into EC GLOBAL DYNAMICS, INC., a New York Corporation, and for the continuation by the latter corporation of the business heretofore conducted by the former; and

WHEREAS, it is the opinion of the respective boards of directors of the aforementioned constituent corporations that it is advisable and for the best welfare and advantage of said corporations and their shareholder that the aforesaid merger shall be accomplished in the manner and upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, for the purpose of effecting such merger and prescribing the terms and conditions thereof, the parties hereto agree, for an in consideration of the premises and of the mutual agreements, provisions, covenants, and grants herein contained and in accordance with the provisions of the General Corporation Laws of the State of Florida and the Business Corporation Law of the State of New York, that EC GLOBAL DYNAMICS, INC. (Florida) and EC GLOBAL DYNAMICS, INC. (New York) be and they hereby are merged into a single corporation, to wit, EC GLOBAL DYNAMICS, INC. (New York), one of the parties to this Agreement, which shall be the surviving corporation, and is hereinafter sometimes referred to as the "surviving corporation", and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the merger into effect, and the manner of converting the shares of stock presently outstanding of each of the constituent corporations into shares of the surviving corporation shall be as hereinafter set forth; and that the Certificate or Articles of Incorporation and the By-Laws of the surviving corporation shall, upon the effective date of this Agreement, be and be deemed to be as hereinafter set forth.

ARTICLE I

Shares of Constituent Corporations

The number of outstanding shares of EC Global Dynamics, Inc. (Florida) is One Thousand (1,000) common shares at a par value of .001¢ each, all of which are entitled to vote. Two Thousand (2,000) additional such shares are authorized but not issued or outstanding. The number of outstanding shares of EC Global Dynamics, Inc. (New York) is One Hundred (100) shares, no par value, all of which are designated as Class A. Class A shares have no restrictions or limitations. EC Global Dynamics (New York) also has authorized but unissued Class B shares which are restricted and limited in that they have no voting rights. In all other respects, both classes of stock have equal rights. All of the issued and outstanding stock of EC Global Dynamics, Inc. (Florida) is owned by Warren D. Gawley. All of the issued and outstanding stock of EC Global Dynamics, Inc. (New York) is owned by Warren D. Gawley.

ARTICLE II

Terms and Conditions of the Merger and the Mode of Carrying the Same Into Effect, Including the Manner of Convening Securities of the Constituent Corporations into Securities of the Surviving Corporation

Section I. The identity, existence, purposes, powers, franchises, rights, immunities, and properties of EC GLOBAL DYNAMICS, INC. (New York) shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, franchises, rights, immunities, and properties of EC GLOBAL DYNAMICS, INC., (Florida) shall be merged into EC GLOBAL DYNAMICS, INC. (New York), which shall be fully vested therewith. At such time as said merger shall become effective, as hereinafter provided, EC GLOBAL DYNAMICS, INC., (Florida) shall be deemed merged with and into EC GLOBAL DYNAMICS, INC., (New York), and said constituent corporations shall thereupon become a single corporation, to wit, EC GLOBAL DYNAMICS, INC., (New York), one of the parties hereto,

which shall continue to exist under its present name and charter or Certificate of Incorporation and be governed by the laws of the State of New York.

Section 2. Each share of stock of EC GLOBAL DYNAMICS, INC., (Florida) which shall be issued and outstanding immediately prior to the effective date of this Agreement shall, upon such effective date, automatically be cancelled and the then issued and outstanding shares of No par value common stock of EC GLOBAL DYNAMICS, INC., (New York) shall thereupon constitute the sole outstanding stock of the surviving corporation and shall thereupon represent the combined capital theretofore pertaining to both of the merging corporations. Warren D. Gawley shall continue to own all of the issued and outstanding stock of EC Global Dynamics, Inc. (New York) to wit One Hundred (100) shares, no par value, Class A stock.

Section 3. Upon the effective date of the merger the outstanding shares of EC GLOBAL DYNAMICS, INC. (New York) shall remain unchanged thereby and shall continue to be represented by the same stock certificates theretofore representing the same.

Section 4. Any shares of stock of EC GLOBAL DYNAMICS, INC., (Florida) held in its treasury on the effective date of the merger shall not be deemed outstanding and shall be cancelled.

ARTICLE III

Charter or Certificate of Incorporation and Bylaws of the Surviving Corporation

The charter or certificate of incorporation and the bylaws of the surviving corporation as in full force and effect immediately prior to the effective date of the merger shall remain unaffected thereby and shall continue unchanged until such time as they may be revised in accordance with the pertinent provisions thereof and the law applicable thereto. On the effective date of the merger the total authorized capital stock of EC GLOBAL DYNAMICS, INC. (New York) shall be two hundred (200) shares of common stock, no par value, of which one hundred (100) of said shares shall be designated as Class A, and one hundred (100) of said shares shall be designated as Class B. Class A shares have no restrictions or limitations. Class B shares shall be restricted and limited in that they shall have no voting rights. In all other respects, both classes of stock shall have equal rights. The address of its principal office shall be 5299 Tonawanda Creek Road, North Tonawanda, NY 14120, New York, the term of its existence shall be perpetual, and its corporate purposes shall be to engage in any lawful act or activity for which corporations may be formed under the Business Corporation Law, provided that the corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such approval or consent first being obtained.

ARTICLE IV

First Board of Directors, and First Officers of Surviving Corporation

The first board of directors of the surviving corporation shall consist of one (1) member, who shall hold office until his successor is duly elected and qualify.

The name and address of the individual who shall constitute the first board of directors of the surviving corporation are as follows:

<u>Name</u>	<u>Address</u>
Warren D. Gawley	5299 Tonawanda Creek Road North Tonawanda, NY 14120

If on the effective date of this agreement a vacancy shall exist on the board of directors of the surviving corporation, by reason of the failure or inability of any of the above-named person to accept a directorship in the surviving corporation, such vacancy may be filled in the manner provided by law and the bylaws of the surviving corporation.

The first officers of the surviving corporation shall consist of a president and a secretary/treasurer who shall hold office until their successors are duly elected and qualify.

The names and addresses of the first officers of the surviving corporation are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President, Secretary/Treasurer	Warren D. Gawley	5299 Tonawanda Creek Road North Tonawanda, NY 14120

ARTICLE V

Adoption and Approval of Agreement of Merger by Shareholders of Constituent Corporations

The agreement of merger shall be contingent upon adoption and approval by the shareholders of each of the constituent corporations, in the manner as provided in this section.

This agreement of merger shall be submitted to the respective shareholders of each of the constituent corporations, as provided by the laws of their respective states of incorporation, at meetings thereof called separately for the purpose of taking the same into consideration. Upon the adoption and approval thereof at such meetings by the votes of shareholders of each corporation representing not less than two-thirds of the total number of shares of its outstanding shares of stock, such facts shall be duly certified hereon by the respective presidents or vice-presidents and secretaries or assistant secretaries of the constituent corporations including the surviving corporation under the seals thereof; and this Agreement shall thereupon be signed, acknowledged, and filed in accordance with the provisions of law. Such facts shall also be certified in a Certificate of Merger to be prepared, executed, and filed in accordance with Section 904 of the Business Corporation Law of the State of New York. Upon the completion of such

filings this Agreement shall be taken and deemed to be the agreement and act of merger of the constituent corporations, and the merger provided for herein shall, for accounting and all other purposes, become and be effective immediately after the close of business on the day of completion of said filings, which date shall be deemed to be the "effective date" of this Agreement from time to time referred to herein.

ARTICLE VI

Abandonment of this Agreement

Anything herein to the contrary notwithstanding, this Agreement may be abandoned at any time prior to the filing hereof at the option of the board of directors of either of the constituent corporations for any cause.

ARTICLE VII

Effect of Filing of This Agreement of Merger

When this Agreement of Merger shall have become effective in accordance with the provisions of Article VI above, the separate existence of EC GLOBAL DYNAMICS, INC. (Florida) shall cease, and shall thereupon be deemed to be merged into EC GLOBAL DYNAMICS, INC. (New York) in accordance with the provisions of this Agreement; and EC GLOBAL DYNAMICS, INC. (New York), as the surviving corporation, shall possess all the rights, privileges, powers, and franchises, as well of a public as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the constituent corporations, and all and singular the rights, privileges, powers, and franchises of each of said constituent corporations, and all property, real, personal, and mixed, and all debts due to either of said constituent corporations on whatever account, as well for stock subscriptions as all other things in action, or belonging to each of such constituent corporations, shall be vested in EC GLOBAL DYNAMICS, INC. (New York) as the surviving corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real estate, vested by deed or otherwise under the laws of the States of Florida or New York or any other state in either of such constituent corporations, shall not revert or be in any way impaired by reason of such merger; provided that all rights of creditors and all liens upon any property of either of the constituent corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the respective constituent corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contract by it. Any surplus which the constituent corporations may have at the time of such merger may be carried as surplus by the surviving corporation.

ARTICLE VIII

Payment of Expense of Merger

The surviving corporation shall pay all the expenses of carrying this Agreement of Merger into effect of accomplishing the merger as herein contemplated.

ARTICLE IX
Agreement as to Dividends, Distribution of Capital, and
Contracts Not In Normal Course of Business

Each of the constituent corporations represents and agrees (a) that it has not declared or paid a dividend upon, or made or provided for other distribution to the holders of its stock; and (b) that pending the completion of the merger, no dividends shall be paid upon or other distribution made to the holders of the stock of either of the constituent corporations.

It is further mutually agreed that pending completion of the merger as herein contemplated neither of the constituent corporations will enter into any contracts with any person, firm, or corporation otherwise than in the normal and usual course of business except with the knowledge and written consent of the other corporate party hereto.

ARTICLE X
Authority to Do All Things Necessary to Effectuate
Agreement of Merger

The board of directors of the surviving corporation shall be and is hereby authorized, directed, and empowered to do any and all acts and things, and to make, execute, deliver, and file any and all instruments, declarations, conveyances, papers, and documents which shall be or shall hereafter become necessary or proper or convenient to carry out or put into effect any of the provisions of the agreement of merger, as herein provided for and as required by the laws of the State of Florida or the State of New York.

ARTICLE XI
Execution of Agreement of Merger

For the convenience of the parties and in order to facilitate the filing of this Agreement, any number of counterparts hereof may be executed, and each such executed counterpart shall be deemed to be an original instrument. The execution of this Agreement shall be by the President and the Secretary of the constituent New York corporation and the constituent Florida corporation after this plan and Agreement of Merger shall have been duly adopted by action of the board of directors of said New York corporation and said Florida corporation. The persons signing this Agreement agree that they recommend adoption and approval of this Agreement of Merger and will submit it to the shareholders of their respective corporations as herein-above provided. Upon adoption and approval of this Agreement of Merger by the required vote of the shareholders of each of the constituent corporations, as set forth in Article V above, the President and the Secretary of the constituent Florida corporation shall execute this Agreement in behalf of their corporation, and the proper officers of both constituent corporations will thereupon take all steps necessary and incident to the consummation of the merger.

ARTICLE XII
Agreement and Plan

This instrument is intended to be and shall constitute both an agreement of merger as contemplated by Florida Business Organizations Law and a Plan of Merger as contemplated by the New York Business Corporation Law.

IN WITNESS WHEREOF, the constituent Florida corporation has caused this Agreement to be signed in its corporate name by its President and Secretary and the constituent New York corporation has caused this Agreement to be executed in its corporate name by its Presidents and Secretaries, thereunto duly authorized by its board of directors, and its corporate seal to be hereunto affixed, all as of the day and year first above written.

EC GLOBAL DYNAMICS, INC., a Florida Corporation

By 
Warren D. Gawley, President/Secretary/Treasurer

EC GLOBAL DYNAMICS, INC., a New York Corporation

By 
Warren D. Gawley, President/Secretary/Treasurer

**CERTIFICATE OF MERGER
OF
EC GLOBAL DYNAMICS, INC., (a Florida Corporation) and
EC GLOBAL DYNAMICS, INC., (a New York Corporation)
into EC GLOBAL DYNAMICS, INC., (a New York Corporation)**

Under Section 904 of the Business Corporation Law

I, the undersigned, being respectively the President and Secretary of EC Global Dynamics, Inc., (a Florida Corporation) and the President and Secretary of EC Global Dynamics, Inc., (a New York Corporation) certify:

The Plan of Merger was adopted by the Board of Directors of each constituent Corporation.

1. The name of each constituent Corporation is as follows:
 1. EC Global Dynamics, Inc., a Florida Corporation and EC Global Dynamics, Inc., a New York Corporation. The name of the surviving Corporation is EC Global Dynamics, Inc., a New York Corporation.
 2. The number of outstanding shares of EC Global Dynamics, Inc., a Florida Corporation, is One Thousand (1,000) common shares at a par value of \$.001 each, all of which are entitled to vote. The number of outstanding shares of EC Global Dynamics, Inc., a New York Corporation, is Two Hundred (200) shares, no par value, of which One Hundred (100) of said shares shall be designated as Class A, and One Hundred (100) of said shares shall be designated as Class B.
 3. Class A shares shall have no restrictions or limitations. Class B shares shall be restricted and limited in that they shall have no voting rights. In all other respects, both classes of stock shall have equal rights.
2. The Certificate of Incorporation of EC Global Dynamics, Inc., a Domestic Corporation (a New York Corporation), was filed by the Department of State on the 14th day of March, 2011, and the Articles of Incorporation of EC Global Dynamics, Inc., a Florida Corporation were filed under the laws of the State of Florida on June 15, 2001 under the name of EC Global Dynamics, Inc.
3. The merger was authorized at a meeting of the Shareholders of EC Global Dynamics, Inc., a New York Corporation, by unanimous vote of the holders of all of the outstanding shares entitled to vote thereon at a meeting of the Shareholders and by the Shareholders of EC Global Dynamics, Inc., a Florida Corporation,

which has complied with all of the applicable provisions of the laws of the State of Florida. The laws of the State of Florida permit a merger as herein affected.

4. The Plan of Merger has not been abandoned.
5. The foreign corporation does not have authority to do business in New York.
6. The Merger shall be effective upon filing.

EC Global Dynamics, Inc., a Florida Corporation

by 

Warren Gawley, President/Secretary/Treasurer

EC Global Dynamics, Inc., a New York Corporation

by 

Warren Gawley, President/Secretary/Treasurer

**CERTIFICATE OF MERGER
OF
EC GLOBAL DYNAMICS, INC. (a Florida Corporation) and
EC GLOBAL DYNAMICS, INC. (a New York Corporation)
into EC GLOBAL DYNAMICS, INC. (a New York Corporation)**

Under Section 904 of the Business Corporation Law

Filer:

**William P. Wiles, Esq.
Brown & Kelly, LLP
1500 Liberty Building
Buffalo, New York 14202
(716) 854-2620**