

**L07073**

Division of Corporations

Page 1 of 1

**Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H14000241450 3)))



H140002414503ABCV

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**  
Division of Corporations  
Fax Number : (850)617-6380

**From:**  
Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850)222-1092  
Fax Number : (850)878-5368

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

OCT 15 AM 9:34

FILED

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** \_\_\_\_\_

**MERGER OR SHARE EXCHANGE  
GLANBIA PERFORMANCE NUTRITION, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 07      |
| Estimated Charge      | \$70.00 |

RECEIVED

14 OCT 15 AM 7:39

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

[Electronic Filing Menu](#)
[Corporate Filing Menu](#)
[Help](#)

OCT 16 2014

G. CARRUTHERS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Glanbia Performance Nutrition, 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:

Guy E. Snyder, Esq.  
(Contact Person)

Vedder Price P.C.  
(Firm/Company)

222 N. LaSalle Street, Suite 2600  
(Address)

Chicago, IL 60601  
(City/State and Zip Code)

For further information concerning this matter, please call:

Guy E. Snyder, Esq. At ( 312 ) 609-7656  
(Name of Contact Person) (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

FILED

14 OCT - 15 AM 9:34

**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><br>(If known/ applicable) |
|-------------------------------------|---------------------|--------------------------------------------------|
| Glanbia Performance Nutrition, Inc. | Florida             | K07073                                           |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u>                     | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|---------------------------------|---------------------|--------------------------------------------------|
| Windswept Equity Partners, Inc. | New York            | Not applicable                                   |
|                                 |                     |                                                  |
|                                 |                     |                                                  |
|                                 |                     |                                                  |
|                                 |                     |                                                  |

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 October 15, 2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 October 15, 2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Thomas A. Touch, President, Vice President, Secretary and Treasurer**

**PLAN OF MERGER**

of

**WINDSWEPT EQUITY PARTNERS, INC.**

**(A NEW YORK CORPORATION)**

into

**GLANBIA PERFORMANCE NUTRITION, INC.**

**(A FLORIDA CORPORATION)**

**PLAN OF MERGER** (this "Plan of Merger") dated as of October 15, 2014 by and between Windswept Equity Partners, Inc., a New York corporation ("Windswept"), and Glanbia Performance Nutrition, Inc., a Florida corporation ("GPN").

**WITNESSETH:**

**WHEREAS**, it has been proposed that Windswept shall merge with and into GPN, whereby GPN will be the Surviving Corporation (as defined below) of the merger (the "Merger"), pursuant to Section 607.1101 of the Florida Business Corporation Act (the "FBCA"); and

**WHEREAS**, the Boards of Directors of both Windswept and GPN have adopted and approved the Merger; and

**WHEREAS**, Glanbia Inc., a Delaware corporation and the sole shareholder of Windswept and GPN ("Parent") has approved the Merger.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements of the parties, this Plan of Merger, and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. Terms and Conditions of Merger. As of the Effective Time (defined below), Windswept shall be merged with and into GPN and the separate corporate existence of Windswept shall thereupon cease, and GPN shall be the entity surviving the Merger and shall continue to exist as a Florida corporation under the FBCA. GPN shall hereinafter sometimes be referred to as the "Surviving Corporation." As of the Effective Time, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of Windswept and GPN (collectively referred to as the "Constituent Corporations"), and shall be subject to all the restrictions, disabilities and duties of both of the Constituent Corporations. All the property, real, personal and mixed, and franchises of both of the Constituent Corporations, and all debts due to either of the Constituent Corporations on whatever account, including subscriptions to shares and other choses in action belonging to either of the Constituent Corporations, and all and every other interest shall be

deemed to be transferred to and vested in the Surviving Corporation without further act or deed. 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 both of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against the Surviving Corporation, to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation, all with the effect set forth in the FBCA, as applicable.

2. Effective Time. Upon the execution of this Plan of Merger, the Surviving Corporation will submit an Articles of Merger to the Florida Secretary of State. The Articles of Merger shall be effective upon filing (the "Effective Time").

3. Tax Consequences. The Merger shall constitute a tax-free reorganization or merger pursuant to the Internal Revenue Code of 1986, as amended.

4. Certificate of Merger of Surviving Corporation. The Articles of Incorporation of GPN, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

5. Bylaws of Surviving Corporation. The Bylaws of GPN, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until amended, changed or repealed as provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation, and in the manner prescribed by the FBCA.

6. Management of Surviving Corporation. As of the Effective Time, the directors of GPN immediately prior to the Effective Time will be the directors of the Surviving Corporation, and the officers of GPN immediately prior to the Effective Time will be the officers of the Surviving Corporation, in each case until their successors are elected and qualified. All officers of Windswept shall be terminated (which shall not affect such person's employment with Windswept or Parent (or their affiliates)). All directors of Windswept shall resign from the position as a director of Windswept.

7. Common Stock of Windswept. All of the shares of stock of Windswept shall be canceled and extinguished as of the Effective Time, without any action by Windswept or the holder of any of its shares of stock. All shares of stock of GPN shall remain outstanding and unaffected by the Merger.

8. Telecopy Execution and Delivery. A facsimile, PDF or other reproduction of this Plan of Merger may be executed by one or more parties hereto, and an executed copy of this Plan of Merger may be delivered by one or more parties hereto by facsimile, PDF or similar electronic transmission device pursuant to which the signature of or on behalf of such party can be seen, and such execution and delivery shall be considered valid, binding and effective for all purposes.

[SIGNATURE PAGE FOLLOWS]

10/15/2014 10:26:53 From: To: 8506176380

( 7/7 )

*Signature Page to Plan of Merger*

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed on the date first set forth above.

**WINDSWEPT EQUITY PARTNERS,  
INC.**

By: 

Name: Thomas A. Tench

Title: President

**GLANBIA PERFORMANCE  
NUTRITION, INC.**

By: 

Name: Thomas A. Tench

Title: Chief Executive Officer

**FAX COVER SHEET**

---

TO

---

COMPANY

---

FAX NUMBER 18506176380

---

FROM Amanda Sando

---

DATE 10/15/2014 7:28:08 AM PDT

---

RE (((H14000241458 3))) FLOURISHING DESIGNS, INC. -  
510999413

---

**COVER MESSAGE**

---

This email and any attachments to it may be confidential. If this email was sent to you in error, please notify me immediately by replying to this email, and please do not use, distribute, retain, print, or copy the email or any of its attachments. LegalZoom is not a law firm and provides self-help services at your specific direction. LegalZoom is located at 9900 Spectrum Drive, Austin, TX 78717.