

# L05000081806

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE  
ENGLIAN DEVELOPMENT LLC

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Wickham Holdings Group Corp.	British Virgin Islands	Business Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Englian Development LLC	Florida	Limited Liability Company

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

The effective date is the date of filing

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

The surviving party is organized under the laws of Florida.

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Englian Development LLC		Ng Lu Siong
Wickham Holdings Group Corp.		Ng Lu Siong

- Corporations: Chairman, Vice Chairman, President or Officer  
*(If no directors selected, signature of incorporator.)*
- General partnerships: Signature of a general partner or authorized person
- Florida Limited Partnerships: Signatures of all general partners
- Non-Florida Limited Partnerships: Signature of a general partner
- Limited Liability Companies: Signature of a member or authorized representative

<b><u>Fees:</u></b> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

**Certified Copy (optional):** \$30.00

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**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Wickham Holdings Group Corp.	British Virgin Islands	Business Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Englian Development LLC	Florida	Limited Liability Company

**THIRD:** The terms and conditions of the merger are as follows:

Wickham Holdings Group Corp: is merging into Englian Development LLC. The shareholders of Wickham Holdings Group are the same people, in the same proportions, as the shareholders of Kellock Development Corp., the parent company and sole owner of Englian Development LLC.

Therefore, there is no tangible consideration being provided to the shareholders of Wickham Holdings Group Corp., but their interests in Kellock Development Corp. will increase in value by the value of Wickham Holdings Group Corp.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Upon the effective time, each share of surviving entity stock shall be unchanged and shall be an identical outstanding share of surviving entity stock.

Each share of the merging entity stock shall be cancelled. The parent company of the surviving entity is the party issuing new shares as consideration to the shareholders of the merging entity. Because the shareholders of the surviving company's parent company are the same people in the same proportions as the merging entity, no actual new shares will be issued. Their current shares will increase in value instead.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no outstanding rights to acquire the interests, shares, obligations or other securities of the merging entity.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*(Attach additional sheet if necessary)*

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**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The surviving party must file in the British Virgin Islands an agreement that a service of process may be effected on it in the British Virgin Islands in respect of proceedings for the enforcement of any claim, debt, liability or obligation of the merging entity registered in the British Virgin Islands. The surviving entity also must file the certificate of merger issued by the State of Florida with the British Virgin Islands Registrar or provide acceptable evidence of the merger.

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*

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