

L14000161311

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

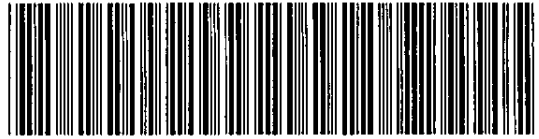
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

181

Office Use Only



300279775003

RECEIVED

15 DEC -4 PM 4:51

NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED

15 DEC -4 AM 8:59

SECRETARY OF STATE
ALL AMENDED PETITIONS

Menger

DEC 07 2015

D CONNELL

FLORIDA FILING & SEARCH SERVICES, INC.
P.O. BOX 10662 TALLAHASSEE, FL 32302
155 Office Plaza Dr Ste A Tallahassee FL 32301
PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 12/4/15

NAME: WILDCARD PROPERTIES, LLC

TYPE OF FILING: MERGER

COST: 90.00

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



** File First **

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Wildcard Properties, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

John Y. Kim, Esq.

Contact Person

Ardent Law Group, PC

Firm/Company

2301 Dupont Dr., Suite 510

Address

Irvine, CA 92612

City, State and Zip Code

jkim@ardentlawgroup.com

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

For further information concerning this matter, please call:

John Y. Kim, Esq.

at (949) 863-9782

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

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

FILED
15 DEC 15 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY

The following Articles of Merger is submitted to merge the following California Corporation into the following Florida Limited Liability Company in accordance with Section 1113 of the California Corporations Code and Section 605.1025 of the Florida Statutes.

FIRST: The exact name, form/entity type, jurisdiction, and file/document number for the merging (disappearing) party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> | <u>File/Document No.</u> |
|----------------|---------------------|-------------------------|--------------------------|
| Snail Ark Inc. | California | Corporation | C3828095 |

SECOND: The exact name, form/entity type, jurisdiction, and file/document number for the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> | <u>File/Document No.</u> |
|-----------------------------|---------------------|---------------------------|--------------------------|
| Wildcard Properties, L.L.C. | Florida | limited liability company | L14000161311 |

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with Florida Statutes §§ 605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction of formation; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Florida Statutes § 605.1023(1)(b) and whose approval is required.

FOURTH: Wildcard Properties, L.L.C. exists before the merger and is a domestic filing entity, any amendment to its public organic record approved as part of the plan of merger is attached.

FIFTH: Wildcard Properties, L.L.C. has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Florida Statutes §§ 605.1006 and 605.1061-605.1072.

SIXTH: The effective date of the merger shall be the date this document is filed with the Florida Department of State.

SEVENTH: Signature(s) for Each Party:

| <u>Name</u> | <u>Signature</u> | <u>Name and Title</u> |
|----------------|---|-----------------------|
| Snail Ark Inc. |  | Jim Tsai, President |

Wildcard Properties, LLC



Douglas
Manager

Kennedy,

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is entered into between Wildcard Properties, LLC, a Florida limited liability company ("Surviving Entity"), and Snail Ark Inc., a California corporation ("Merging Entity").

1. Merging Entity is a wholly-owned subsidiary of SDE, Inc., a California corporation ("Parent")
2. Merging Entity shall be merged into Surviving Entity.
3. Each outstanding share of Merging Entity shall be converted into one validly issued, fully paid, and nonassessable equity interest of Surviving Entity.
4. Each equity interest of Surviving Entity issued and outstanding prior to the effective date and time of filing of the Articles of Merger with the Florida Department of State shall be converted into the right to receive a certain amount of cash and deferred consideration.
5. Merging Entity shall from time to time, as and when requested by Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
6. The effect of the merger and the effective date of the merger are as prescribed by law.
7. The proposed amendments to the Surviving Entity's public organic record and private organic rules are attached hereto.

IN WITNESS WHEREOF the parties have executed this Agreement.

Surviving Entity:

Wildcard Properties, LLC

By: 

Douglas Kennedy, Manager

Merging Entity:

Snail Ark Inc.

By: 

Jim Tsai, President

By: 

Jim Tsai, Secretary