

1/29/2018

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**MERGER OR SHARE EXCHANGE**

**W-Five, L.L.C., a Florida limited liability company**

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January 29, 2018

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

W-FIVE, L.L.C.  
4401 GULF SHORE BLVD NORTH UNIT 1504  
NAPLES, FL 34103

SUBJECT: W-FIVE, L.L.C.  
REF: L17000219387

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.

PLEASE NOTE THAT LIMITED LIABILITY COMPANY MERGERS ARE FILED UNDER FLORIDA STATUTE 605.1025 AND NO LONGER UNDER FLORIDA STATUTE 608.4382.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent  
Regulatory Specialist II

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STATE OF FLORIDA

**CERTIFICATE OF MERGER AND CANCELLATION (NJ LLC)  
OF  
W-FIVE, L.L.C.,  
A NEW JERSEY LIMITED LIABILITY COMPANY  
INTO AND WITH  
W-FIVE, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Section 605.1025 of the Florida Limited Liability Company Act and Title 42 of the New Jersey Revised Uniform Limited Liability Company Act, the undersigned constituent organizations have executed and hereby enter into the following Agreement and Certificate of Merger and Cancellation (for NJ LLC):

**FIRST:** The name of the surviving company is W-Five, L.L.C., a Florida limited liability company ("Surviving Company"), and the name of the company being merged into the Surviving Company is W-Five, L.L.C., a New Jersey limited liability company ("Merging Company"). The Merging Company shall be cancelled in the State of New Jersey upon the approval of this Certificate of Merger and Cancellation by the Secretary of State of the State of New Jersey.

**SECOND:** The federal employer identification number for the Merging Company is 20-0988570. The federal employer identification number for the Surviving Company is 20-0988570.

**THIRD:** The name and office location for the Merging Company is 4401 Gulf Shore Blvd N., Unit 1504, Naples, Florida 34103-3455. The name and office location for the Surviving Company is 4401 Gulf Shore Blvd N., Unit 1504, Naples, Florida 34103-3455.

**FOURTH:** The Merging Company was formed in New Jersey on April 5, 2004, and bears Entity ID No. 0600198528. The Surviving Company was formed in Florida on October 23, 2017, and has been assigned Document No. L17000219387. ✓

**FIFTH:** The Plan of Merger has been approved, adopted, certified, executed and acknowledged by the constituent organizations pursuant to Section 605.1021-605.1026 of the Florida Limited Liability Company Act and Title 42 of the New Jersey Revised Uniform Limited Liability Company Act and is attached hereto as "Exhibit A". The Plan of Merger has been approved by each member of such limited liability company who, as a result of the merger, will have interest-holder liability under Section 605.1023(1)(b) and whose approval is required.

**SIXTH:** The Articles of Organization and the Limited Liability Company Operating Agreement of the Surviving Company as in effect immediately prior to the effective time of the merger shall be the Articles of Organization and the Limited Liability Company Operating Agreement of the Surviving Company after the merger is effected.

**SEVENTH:** The effective date of the merger will be December 31, 2017.

**EIGHTH:** The Plan of Merger is on file at 4401 Gulf Shore Blvd N., Unit 1504, Naples, Florida 34103-3455, the principal office of the Surviving Company.

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NINTH: A copy of the Plan of Merger will be furnished by the Surviving Company on request, without cost, to any member of the Surviving Company or member of the Merging Company.


TENTH: The Surviving Company agrees that, if the Surviving Company does not continuously maintain an agent for service of process in the State of New Jersey, it must appoint, irrevocably, the New Jersey State Treasurer to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the State of New Jersey may be served in the manner set forth in Title 42 of the New Jersey Revised Uniform Limited Liability Company Act relative to foreign corporations.

ELEVENTH: The Surviving Company has agreed to pay to any member of any limited liability company with approval rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.1061-605.1072.

IN WITNESS WHEREOF, said Surviving Company and the Merging Company have caused this certificate to be signed by the managers of the Merging Company and the managers of the Surviving Company, as of the 31st day of December, 2017.

MERGING COMPANY:

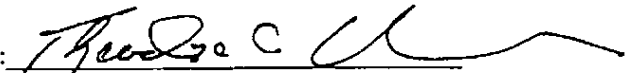
W-FIVE, L.L.C.,  
a New Jersey limited liability company

By:   
Theodore C. Wielkopolski, Manager

and By:   
Kathleen Wielkopolski, Manager

SURVIVING COMPANY:

W-FIVE, L.L.C.,  
a Florida limited liability company

By:   
Theodore C. Wielkopolski, Manager

and By:   
Kathleen Wielkopolski, Manager

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EXHIBIT "A"

**PLAN OF MERGER  
OF  
W-FIVE, L.L.C.,  
A NEW JERSEY LIMITED LIABILITY COMPANY  
INTO AND WITH  
W-FIVE, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

1. The name of the entity to be merged (the "Merging Company") is W-FIVE, L.L.C., which is a New Jersey limited liability company. The name of the surviving entity (the "Surviving Company") is W-FIVE, L.L.C., which is a Florida limited liability company.

2. Immediately following the merger of the Merging Company with and into the Surviving Company, the Surviving Company will be the surviving entity.

3. The Surviving Company is and will continue to be domiciled in Florida.

4. As a result of the merger, all real estate and other assets of the Merging Company will become assets of the Surviving Company and become vested in the Surviving Company and the Surviving Company will assume all of the liabilities and obligations of the Merging Company.

5. The members of the Merging Company and of the Surviving Company are the same and are as follows:

- a. Theodore C. Wielkopolski;
  - b. Kathleen Wielkopolski;
  - c. Kathleen Wielkopolski, Trustee of the Wielkopolski Childrens' Trust f/b/o Derek Wielkopolski, Kelly D'Elena and Christine Wielkopolski;
  - d. Derek Wielkopolski;
  - e. Kelly D'Elena; and
  - f. Christine Wielkopolski;
- (collectively, the "Members").

As a result of the merger, all ownership interests in the Merging Company will be cancelled and the Members shall continue as the owners of the Surviving Company, in the identical percentages to that of the Merging Company. There are no outstanding rights in third parties to purchase interests in the Merging Company.

6. The merger shall become effective on a date specified by the managers of the Merging Company and the Surviving Company on or after the date an Agreement and Certificate of Merger is filed with the Florida Department of State and the Secretary of the State of New Jersey.

7. The Surviving Company will be responsible for the payment of all fees and franchise taxes required by law and will be obligated to pay such fees and franchise taxes if same are not paid.

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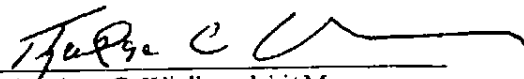
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8. The plan of merger was adopted by all necessary action on the part of the members and managers of the Merging Company and the Surviving Company. As to each party to the Plan of Merger, the Plan of Merger was duly authorized by all action required by the laws under which it was formed or organized and by its constituent documents.

DATED as of December 31, 2017

MERGING COMPANY:

W-FIVE, L.L.C.,  
a New Jersey limited liability company

By:   
Theodore C. Wielkopolski, Manager

and By:   
Kathleen Wielkopolski, Manager

SURVIVING COMPANY:

W-FIVE, L.L.C.,  
a Florida limited liability company

By:   
Theodore C. Wielkopolski, Manager

and By:   
Kathleen Wielkopolski, Manager

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