

851783

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

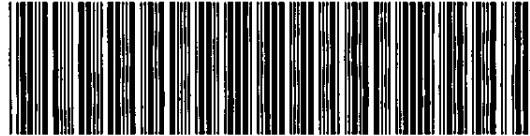
PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/30/14--01044--015 **70.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC 30 PM 1:55

EFFECTIVE DATE
12-31-14

Office Use Only

C.L.
1-6-15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: C.L. Swanson Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Carolyn Black

Contact Person

Minor & Brown, P.C.

Firm/Company

650 S. Cherry Street, Suite 1100

Address

Denver, CO 80246

City/State and Zip Code

info@minorbrown.com

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

For further information concerning this matter, please call:

Carolyn Black

Name of Contact Person

At (303)

376-6048

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

ARTICLES OF MERGER
(Profit Corporations)

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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>C.L. Swanson Corporation</u>	<u>Wisconsin</u>	<u>851783</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)	<u>EFFECTIVE DATE</u>
<u>Whitfield Square Corporation</u>	<u>Florida</u>	<u>K79936</u>	<u>12-31-14</u>
_____	_____	_____	
_____	_____	_____	
_____	_____	_____	
_____	_____	_____	

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 12 / 31 / 2014 (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 12/23/2014.

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 12/23/2014.

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)

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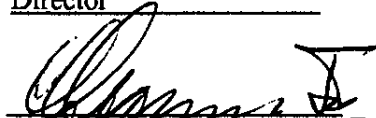
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

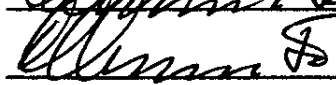
Typed or Printed Name of Individual & Title

Whitfield Square Corporation



Charles L. Swanson, Jr., Director

C.L. Swanson Corporation



Charles L. Swanson, Jr., Director

PLAN OF MERGER
(Non Subsidiaries)

FILED
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DIVISION OF CORPORATIONS
14 DEC 30 PM 1:55

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>C.L. Swanson Corporation</u>	<u>Wisconsin</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Whitfield Square Corporation</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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

On December 31, 2014 ("Effective Date"), Whitfield Square Corporation, a Florida corporation ("WSC"), shall merge with C.L. Swanson Corporation, a Wisconsin corporation ("CLS"), and the individual existence of WSC shall cease. The Articles of Incorporation and Bylaws of CLS in effect at and as of the Effective Date shall remain in effect without change.

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:

As of the Effective Date, all of the stock of WSC shall be canceled and for every share of WSC stock, 93.65 shares of voting stock of CLS shall be issued to the WSC shareholders.

(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