

FO1000000202

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

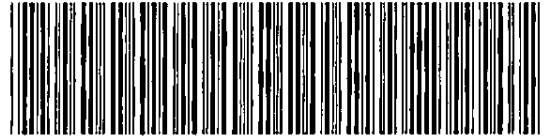
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Merged

FILED
2024 FEB -7 AM 8:49

A. RAMSEY
FEB 20 2024

RECEIVED
2024 FEB -7 PM 2:21

*02250, 00607, 00671
00524, 00167

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 306621 7548888

AUTHORIZATION :

COST LIMIT : \$ 70.00



ORDER DATE : February 2, 2024

ORDER TIME : 1:29 PM

ORDER NO. : 306621-005

CUSTOMER NO: 7548888

ARTICLES OF MERGER

ARROWMAKER GROUP, INC.

INTO

WINTEC ARROWMAKER, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Alexxis Weiland-sorenson

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 15, 2024

CORPORATION SERVICE COMPANY

TALLAHASSEE, FL 32301

SUBJECT: WINTEC ARROWMAKER, INC.
Ref. Number: F01000000202

RESUBMIT

Please give original
submission date as file date.

We have received your document for WINTEC ARROWMAKER, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Florida law does not provide for the Secretary of State to serve as your registered agent. Please revise your document accordingly.

Please remove section A under paragraph 6 that appoints the Secretary of the State of Florida as the registered agent.

You failed to make the correction(s) requested in our previous letter.

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.

Annette Ramsey
OPS

Letter Number: 924A00003333

2024 FEB 19 PM 3:19

RECEIVED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 8, 2024

CORPORATION SERVICE COMPANY

TALLAHASSEE, FL 32301

SUBJECT: WINTEC ARROWMAKER, INC.
Ref. Number: F01000000202

RESUBMIT
Please give original
submission date as file date.

We have received your document for WINTEC ARROWMAKER, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Florida law does not provide for the Secretary of State to serve as your registered agent. Please revise your document accordingly.

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.

Annette Ramsey
OPS

Letter Number: 724A00002820

RECEIVED

2024 FEB 14 PM 3:24

TALLAHASSEE, FL

6

FILED

ARTICLES OF MERGER

2024 FEB -7 AM 8:49

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, (the "FBCA"), pursuant to section 607.1105, Florida Statutes.

FIRST: the name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>FL Document Number</u>
WINTEC ARROWMAKER, INC.	Maryland	Corporation	F01000000202

SECOND: The name and jurisdiction of the **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
ARROWMAKER GROUP, INC.	Florida	Corporation	P15000101620

THIRD: The Board of Directors of ARROWMAKER GROUP, INC., approved the plan of merger and recommended the plan of merger for approval by the shareholders. The requisite number of shareholders of each voting group of ARROWMAKER GROUP, INC. approved the plan of merger as required by and in accordance with the ARROWMAKER GROUP, INC. Articles of Incorporation and the FBCA.

FOURTH: The merger shall become effective on the date and time that these Articles of Merger are accepted by the Florida Department of State, Division of Corporations.

FIFTH: The participation of WINTEC ARROWMAKER, INC. in the merger was duly authorized by the requisite number of shareholders of each voting group in accordance with the WINTEC ARROWMAKER, INC. public organic record, private organic rules, and the organic laws of the state of Maryland. The Certificate of Merger that was filed in the state of Maryland is attached hereto as **EXHIBIT A**.

SIXTH: The undersigned corporations have caused this statement to be signed by their duly authorized officers who affirm, under penalties of perjury, that the facts stated above are true and correct.

Surviving Entity:

WINTEC ARROWMAKER, INC.

By: Michael A. Zonfrelli
Michael A. Zonfrelli

Its: President

Date: February 1, 2024

Merging Entity:

ARROWMAKER GROUP, INC.

By: Michael A. Zonfrelli
Michael A. Zonfrelli

Its: President

Date: February 1, 2024

EXHIBIT A

Maryland Articles of Merger

(see attached)

STATE OF MARYLAND
Department of Assessments and Taxation

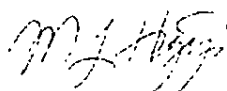
I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 3 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

Articles of Merger
for
WINTEC ARROWMAKER, INC.

(Department ID: **D03240587**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

In witness whereof, I have hereunto subscribed my signature and affixed the seal of the State Department of Assessments and Taxation of Maryland at Baltimore on this January 24, 2024.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

Online Certificate Authentication Code: EkrDsgOsj0W6hZnJsU_Odw
To verify the Authentication Code, visit <http://dat.maryland.gov/verify>

ARTICLES OF MERGER
of
Arrowmaker Group, Inc. (merging corporation)
and
WinTec Arrowmaker, Inc. (surviving corporation)

Pursuant to the Maryland General Corporation Law (the "MGCL"), the undersigned parties submit these Articles of Merger.

FIRST

Each party to these Articles of Merger agrees to merge.

SECOND

The parties to these Articles of Merger are as follows:

FIRST MERGING PARTY:

Arrowmaker Group, Inc., a Florida corporation, was organized on December 28, 2015 pursuant to Chapter 607 Part II of the Florida Business Corporations Act ("Arrowmaker Group") and Arrowmaker Group was qualified to transact business in Maryland on August 15, 2016. Arrowmaker Group is the parent company of the second merging party, WinTec Arrowmaker, Inc., a Florida corporation, and owns all of the issued and outstanding shares of WinTec Arrowmaker, Inc.

The principal office of Arrowmaker Group, Inc. in the State of Maryland is located in Prince George's County, 12821 Old Fort Road, Suite 302, Ft. Washington, MD 20744. Arrowmaker Group owns no interest in land in the state of Maryland.

Arrowmaker Group has the authority to issue a total of 200,001 authorized shares of all classes or series, all with no par value. Information regarding each class of authorized shares is as follows:

Class of Stock	Number of authorized shares	Par Value
Class A shares	200,000	No par value
Class B shares	1	No par value

SECOND MERGING PARTY:

WinTec Arrowmaker, Inc., a Maryland corporation, organized on June 6, 1991 pursuant to the MGCL ("WinTec"). The principal office of WinTec in the State of Maryland is located in Prince George's County, 12821 Old Fort Road, Suite 302, Ft. Washington, MD 20744. WinTec owns no interest in land in the state of Maryland.

WinTec has the authority to issue a total of 200,001 authorized shares of all classes or series, all with no par value. Information regarding each class of authorized shares is as follows:

Class of Stock	Number of authorized shares	Par Value
Class A shares	200,000	No par value
Class B shares	1	No par value

THIRD

The surviving corporation in the merger is WinTec Arrowmaker, Inc., a Maryland corporation (the "Surviving Corporation"), and the location of its principal office in Maryland is Prince George's County, 12821 Old Fort Road, Suite 302, Ft. Washington, MD 20744. The name and address of its Resident Agent in the place where it is organized is CSC-Lawyers Incorporating Service Company, 7 St. Paul Street, Ste. 820, Baltimore, MD 21202, City of Baltimore.

FOURTH

The Surviving Corporation's Charter shall not be amended or restated as part of the merger.

FIFTH

The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by each corporation that is a party hereto in the manner and by the vote required by its charter and the laws of the place where it is organized, as set forth below:

The stockholders of Arrowmaker Group approved the proposed merger by the affirmative vote of a majority of the Class A stockholders entitled to vote on the matter and the unanimous vote of the Class B stockholder, in accordance with its Articles of Incorporation and the Florida Business Corporation Act.

The stockholders of WinTec approved the proposed merger by the affirmative vote of a majority of the Class A stockholders entitled to vote on the matter and the unanimous vote of the Class B stockholder, in accordance with its Articles of Incorporation and the Maryland General Corporation Law.

SIXTH

At the Effective Time of the merger Arrowmaker Group shall be merged into and with WinTec and the separate existence of Arrowmaker Group shall cease to exist. At the Effective Time of the merger each share of stock of Arrowmaker Group issued and outstanding or in the treasury of Arrowmaker Group at the Effective Time of the merger shall be converted into one share of stock of WinTec (1 Class B shares and 200,000 Class A shares) as the Surviving Corporation.

SEVENTH

The Articles of Incorporation of WinTec as in effect immediately prior to the Effective Time of the merger, shall remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with law. The Bylaws of WinTec as in effect immediately prior to the Effective Time of the merger shall remain the Bylaws of the Surviving Corporation until amended in accordance with the Articles of Incorporation and law. The duly qualified directors and officers of WinTec shall remain the directors and officers of the Surviving Corporation, to hold offices as provided in the Bylaws of the Surviving Corporation.

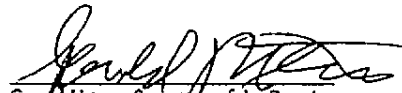
EIGHTH

The merger contemplated by these Articles of Merger shall be effective when the Maryland Department of Assessments & Taxation accept the Articles of Merger for record.

IN WITNESS WHEREOF, I, the undersigned Chairman of the Board for Arrowmaker Group, Inc., sign these Articles of Merger and acknowledge the same to be the act of Arrowmaker Group, Inc. To the best of my knowledge, information and belief, I state under penalty of perjury that the matters and facts contained herein are true in all material respects.


Johnny Pantages, Chairman of the Board


Attested by:


Gerald Uttaro, Secretary of the Board

IN WITNESS WHEREOF, I, the undersigned President for WinTec Arrowmaker, Inc., sign these Articles of Merger and acknowledge the same to be the act of WinTec Arrowmaker, Inc. To the best of my knowledge, information and belief, I state under penalty of perjury that the matters and facts contained herein are true in all material respects.


Michael Zonfrank, President

Attested by:


Gerald Uttaro, Secretary of the Board