

201000019518

(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:

2717

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02/04/19--01009--023 **25.00

04/23/19--01005--023 **25.00

FILED

2019 APR -5 AM 11:33

SECRETARY OF STATE
TALLAHASSEE, FL

LLC
Menger
4/5/19
DC



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 13, 2019

JERRY A. NACKASHI
WPND, LLC
940 CESERY BLVD
JACKSONVILLE, FL 32211

SUBJECT: WPND, LLC
Ref. Number: L01000019518

We have received your document for WPND, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Any Florida entity listed as a party to a merger must have an active Florida registration on our records or the merger cannot be filed. A review of our records indicates a Florida party is no longer active on our records. Please refer to the enclosed computer printout.

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) 245-6900.

Stacy Prather
Regulatory Specialist III

Letter Number: 619A00003101

Crabtree Law Group, P.A.
ATTORNEYS AND COUNSELORS AT LAW

ZACHARY C. CRABTREE
CHARLES W. BROWN, JR.
RACHEL R. TAUBE

A. M. CRABTREE, JR.
(1924-1995)
R. R. CRABTREE
(1955-2017)

8777 SAN JOSE BOULEVARD
BUILDING A, SUITE 200
JACKSONVILLE, FLORIDA 32217

TELEPHONE (904) 732-9701
TELECOPIER (904) 732-9702

April 16, 2019

Amendment Section
Attn: Darlene Connell
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Surviving Entity: WPND, LLC
Document Number: L01000019518
Date Filed: 11/09/2001
Action Requested: Merger of WPND NO.2, LLC into WPND, LLC

Dear Darlene:

In reference to the above described matter, we would like to request the merger be completed. Enclosed please find check # 10330 in the amount of \$25.00 to cover the remaining amount to complete the merger. Please forward any further correspondence regarding the matter to my attention:

Crabtree Law Group
Attn: Caroline Ramsay
8777 San Jose Boulevard, Bldg. A, Suite 200
Jacksonville, FL 32207

If you should have any questions in regard to this matter, please do not hesitate to contact our office at 904-732-9701 or you can email err@crabtreefirm.com. Thank you for your help with this matter.

Sincerely,


Caroline Ramsay

RECEIVED

2019 APR 19 AM 10:36

err
Enclosure

Crabtree Law Group, P.A.

ATTORNEYS AND COUNSELORS AT LAW

ZACHARY C. CRABTREE
CHARLES W. BROWN, JR.
RACHEL R. TAUBE

A. M. CRABTREE, JR.
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8777 SAN JOSE BOULEVARD
BUILDING A, SUITE 200
JACKSONVILLE, FL 32217

TELEPHONE (904)732-9701
TELECOPIER (904)732-9702

April 3, 2019

Amendment Section
Attn: Darlene Connell
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Surviving Entity: WPND, LLC
Document Number: L01000019518
Date Filed: 11/09/2001
Action Requested: Merger of WPND NO.2, LLC into WPND, LLC

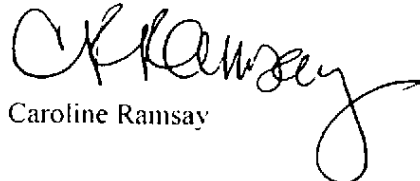
To Whom It May Concern,

In reference to the above described matter, we would like to request the merger of WPND NO.2, LLC into WPND, LLC. Enclosed please find the additional \$25.00 check made out to the Florida Department of State necessary to complete the payment to pay for the completion of Merger. WE have also filed the annual report for WPND, LLC. Please return any correspondence regarding this matter to:

Jerry A. Nackashi
WPND, LLC
940 Cesery Boulevard
Jacksonville, FL 32211

If you have any questions please contact the office at 904-732-9701 or you can email cr@crabtreefirm.com. Thank you for your help with this matter.

Sincerely,



Caroline Ramsay

:crr
Enclosures

Crabtree Law Group, P.A.

ATTORNEYS AND COUNSELORS AT LAW

ZACHARY C. CRABTREE
CHARLES W. BROWN, JR.
RACHEL R. TAUBE

A. M. CRABTREE, JR.
(1924-1995)
R. R. CRABTREE
(1955-2017)

8777 SAN JOSE BOULEVARD
BUILDING A, SUITE 200
JACKSONVILLE, FLORIDA 32217

TELEPHONE (904) 732-9701
TELECOPIER (904) 732-9702

January 29, 2019

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Surviving Entity: WPND, LLC
Document Number: L01000019518
Date Filed: 11/09/2001
Action Requested: Merger of WPND NO.2, LLC into WPND, LLC

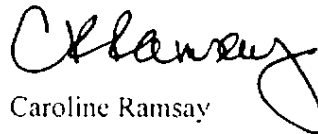
To Whom It May Concern,

In reference to the above described matter, we would like to request the merger of WPND NO.2, LLC into WPND, LLC. Enclosed please find a check made out to the Florida Department of State in the amount of \$25.00 for payment as well as the Articles of Merger and the Plan of Merger. Please return any correspondence regarding this matter to:

Jerry A. Nackashi
WPND, LLC
940 Cesery Boulevard
Jacksonville, FL 32211

If you have any questions please contact the office at 904-732-9701 or you can email err@crabtreefirm.com. Thank you for your help with this matter.

Sincerely,


Caroline Ramsay

ccr
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WPND, 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:

Jerry A. Nackashi

Contact Person

WPND, LLC

Firm/Company

940 Cesery Blvd.,

Address

Jacksonville, Florida 32211

City, State and Zip Code

cnackashi@gmail.com

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

For further information concerning this matter, please call:

Zachary C. Crabtree

at (904) 732-9701

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

CR2E080 (2/14)

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
WPND NO. 2, LLC	Florida	limited liability company
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

L14-53878

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>
WPND, LLC	Florida	limited liability company
_____	_____	_____

L01-19518

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

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2019 APR -5 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FL

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

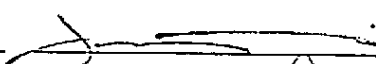

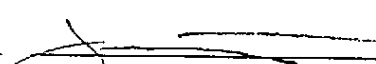
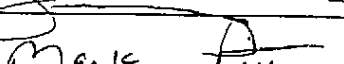
FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

Date filed and accepted by Department of State

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
WPND, LLC		Jerry A. Nackashi
WPND, LLC		Mark Pittman
WPND NO. 2, LLC		Jerry A. Nackashi
WPND NO. 2, LLC		Mark Pittman

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 an authorized person

Fees:	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

Plan of merger dated March 15, 2016, between WPND, LLC, hereinafter referred to as the "surviving limited liability company," and WPND NO. 2, LLC, hereinafter referred to as the "absorbed company."

WHEREAS, WPND, LLC, is a Florida limited liability company organized and existing under the laws of the State of Florida, with its principal office at 940 Cesery Blvd., Jacksonville, Florida 32211; and,

WHEREAS, WPND NO. 2, LLC is a Florida limited liability company organized and existing under the laws of the State of Florida with its principal office 940 Cesery Blvd., Jacksonville, Florida 32211; and,

WHEREAS, the managing members of the constituent limited liability companies deem it desirable and in the best business interests of the limited liability companies and their members that WPND NO. 2, LLC be merged into WPND, LLC pursuant to the provisions of Sections 605.1025 et seq. of the Florida Business LIMITED LIABILITY COMPANY Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent limited liability companies agree as follows:

1. **Merger.** WPND NO. 2, LLC shall merge with and into WPND, LLC, which shall be the surviving limited liability company.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed limited liability company shall cease, and the surviving limited liability company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed limited liability company, without the necessity for any separate transfer. The surviving limited liability company shall then be responsible and liable for all liabilities and obligations of the absorbed limited liability company, and neither the rights of creditors nor any liens on the property of the absorbed limited liability company shall be impaired by the merger.

3. **Conversion of Units.** The manner and basis of converting the units of the absorbed limited liability company into units, [rights, obligations, and other securities] of the surviving limited liability company is as follows:

(a) Each membership unit assigned of WPND NO. 2, LLC issued and outstanding on the effective date of the merger shall be converted into one unit of the membership units of WPND, LLC which membership units of the surviving limited liability company shall then be issued and outstanding. However, in no event shall fractional units of the surviving limited liability company be issued. In lieu of the issuance of fractional units to

which any holder of the units of the absorbed limited liability company would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the units on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of membership units in the absorbed limited liability company shall surrender them to the surviving limited liability company or its duly appointed agent, in the manner that the surviving limited liability company shall legally require. On receipt of the membership units, the surviving limited liability company shall issue and exchange membership units in the surviving limited liability company, representing the number of units to which the holder is entitled as provided above. The surviving limited liability company shall issue to an agent for the holders otherwise entitled to fractional membership units a certificate for the number of whole units representing the aggregate of the fractional share interests, and the agent shall sell the whole units and pay over the proceeds to the entitled shareholders in proportion to their fractional unit interests.

(c) Holders of membership units of the absorbed limited liability company shall not be entitled to disbursements payable on the units in the surviving limited liability company until the membership units have been assigned to those members. Then, each such member shall be entitled to receive a disbursement as stated in the Operating Agreement of the surviving limited liability company issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those members for his or her units in the surviving limited liability company.

4. **Changes in Articles of Organization.** The articles of Organization of the surviving limited liability company shall continue to be its articles of organization following the effective date of the merger.

5. **Changes in Bylaws.** The bylaws of the surviving limited liability company shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of the surviving limited liability company on the effective date of the merger shall continue as the directors and officers of the surviving limited liability company for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Approval by Managing Members.** This plan of merger shall be submitted for the approval of the managing members of the constituent limited liability companies in the manner provided by the applicable laws of the State of Florida and the State of Florida at meetings to be held on or before _____, _____, or at such other time as to which the boards of directors of the constituent limited liability companies may agree.

8. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

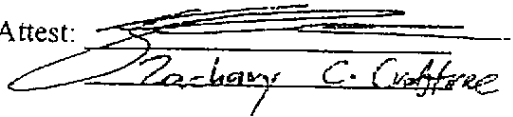
9. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

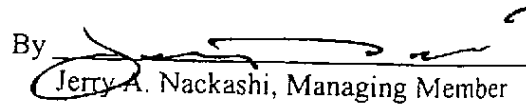
[Corporate Seal]

WPND, LLC

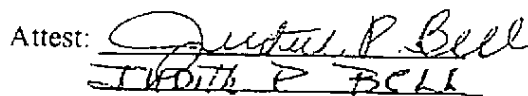
Attest:


Zachary C. Crabtree

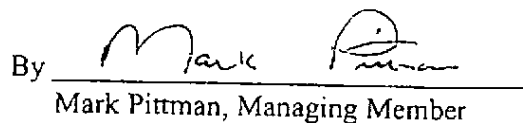
By


Jerry A. Nackashi, Managing Member

Attest:


JUDITH P. BELL

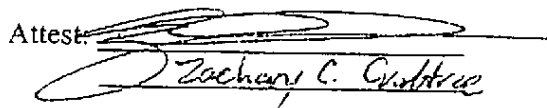
By


Mark Pittman, Managing Member

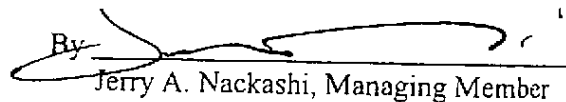
[Corporate Seal]

WPND NO. 2, LLC

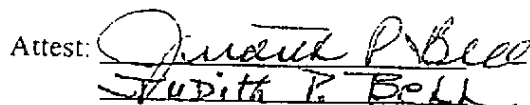
Attest:


Zachary C. Crabtree

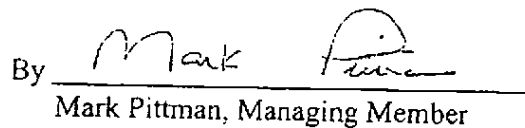
By


Jerry A. Nackashi, Managing Member

Attest:


JUDITH P. BELL

By


Mark Pittman, Managing Member