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2017 DEC 15 P 3:07
TALLAHASSEE, FLORIDA

DEC 18 2017
T. LEARNEUX

Merger

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Wilrock Group, 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:

Erin E. Houck-Toll

Contact Person

Henderson, Franklin, Starnes & Holt, P.A.

Firm/Company

1715 Monroe Street

Address

Fort Myers, Florida 33901

City, State and Zip Code

erin.houck-toll@henlaw.com

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

For further information concerning this matter, please call:

Erin E. Houck-Toll

at (239) 344-1296

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

FAX AUDIT NO.:

FILED

ARTICLES OF MERGER

2017 DEC 15 P 3 08

The following Articles of Merger are submitted to merge the following Florida Limited Liability Companies in accordance with Section 605.1025, Florida Statutes:

FIRST: The exact name, jurisdiction, and form/entity type for the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity</u>
Willis Alliance, LLC	Florida	Limited Liability Company

SECOND: The exact name, jurisdiction, and form/entity type of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity</u>
The Wilrock Group, LLC	Florida	Limited Liability Company

THIRD: The attached Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 605, Florida Statutes.

FOURTH: The merger shall become effective as of 11:59 p.m. on the 31st day of December 2017.

FIFTH: The Plan of Merger was adopted by the members of the limited liability company on the 1st day of December 2017.

SIXTH: The Plan of Merger was adopted by the members of each limited liability company in accordance with the applicable provisions of Chapter 605, Florida Statutes, and by each member of the limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b), Florida Statutes, on the 1st day of December 2017.

SEVENTH: The surviving limited liability company exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record, is attached.

EIGHTH: The surviving limited liability company agrees to pay any members of the merging limited liability company with appraisal rights the amount to which members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

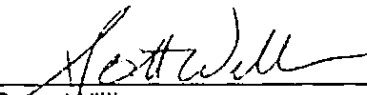
FAX AUDIT NO.:

FAX AUDIT NO.:

NINTH: Signatures for Each Party:

Merging Party:


Willis Alliance, LLC

By: 

Scott Willis
President

Surviving Party:

The Wilrock Group, LLC

By: 

Scott Willis
President

FAX AUDIT NO.:

FAX AUDIT NO.:

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 605.1022, is being submitted in accordance with section 605.1022, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction of the merging party is as follows:

Willis Alliance, LLC, a Florida limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

The Wilrock Group, LLC, a Florida limited liability company

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

1. Merger. In accordance with the provisions of the Florida Revised Limited Liability Company Act, Willis Alliance, LLC ("Alliance"), shall merge (the "Merger") with and into The Wilrock Group, LLC ("Group"), the separate existence of Alliance shall cease, and Group shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity"). The Merger has been consented to by all the members of the Surviving Entity and all the members of Alliance as the merging party.

2. Effective Date. The Merger shall become effective as of 11:59 p.m. on the 31st day of December 2017 (the "Effective Date").

3. Effect of Merger. The Merger shall have the effect set forth in the Florida Revised Limited Liability Company Act.

4. Surviving Members. All of the members of Alliance are the holders of 90% of the outstanding membership interests of Group as of the Effective Date and shall continue as the holders of 90% of the outstanding membership interests of the Surviving Entity in accordance with the terms of the Surviving Entity's Operating Agreement.

5. Surviving Officers. The officers of the Surviving Entity, in office immediately prior to the Effective Date shall continue to be the officers of the Surviving Entity after the Merger and shall hold office in accordance with the Operating Agreement of the Surviving Entity.

FOURTH:

A. The manner and basis of converting the interests, obligations or other securities of the merging party into the shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

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The members of Alliance as of the Effective Date shall continue as the holders of 90% of the outstanding membership interests in the Surviving Entity, and the remaining member holding 10% of the outstanding membership interests in the Group shall continue to hold such interest in the Surviving Entity, all subject to the terms and conditions of the Operating Agreement of the Surviving Entity.

B. The manner and basis of converting the rights to acquire the interests, obligations or other securities of the merging party into the rights to acquire the shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no authorized or outstanding rights to acquire interests, obligations or other securities of the merging party. Therefore, there is no manner or basis of converting rights to acquire interests, obligations or other securities of the merging party into rights to acquire shares, obligations or other securities of the survivor, in whole or in part, into cash or other property.

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