

3/9/2018

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H18000077559 3)))



H180000775593ABC9

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : FORSTER BOUGHMAN & LEFKOWITZ
Account Number : I20140000076
Phone : (407)255-2055
Fax Number : (407)264-8295

R. WHITE

MAR 12 2018

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: philwilson43@gmail.com

MERGER OR SHARE EXCHANGE
PWJWII, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$50.00

50.00

18 MAR -9 AM 7:43

Electronic Filing Menu

Corporate Filing Menu

Help

H 18000077559 3

18 MAR -9 AM 7:43

ARTICLES OF MERGER OF
LICHEN COURT, LLC
WITH AND INTO
PWJWIL, LLC

Pursuant to the provisions of Section 605.1025 of the Florida Statutes, the undersigned hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of LICHEN COURT, LLC, a Florida limited liability company (the "Company"), document number L08000079155, with and into PWJWIL, LLC, a Florida limited liability company (the "LLC"), with the LLC being the surviving entity, is set forth below:

1. The Company shall merge with and into the LLC, with the LLC as the surviving entity.
2. Upon the consummation of the merger of the Company with and into the LLC, the separate existence of the Company shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger, the LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Company, prior to the merger as provided in Section 605.1026 of the Florida Statutes. Further, as provided in Section 605.1026 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Company, shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Company, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Company, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against the Company or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for the Company.
3. At the time of the merger, the Company will not have outstanding any warrants, options, convertible securities, or any other type of right pursuant to which any person could acquire an ownership interest in the Company or in the LLC.
4. The Company has no plan or intention to reacquire or redeem its outstanding and issued membership interests.
5. The LLC has no plan or intention to reacquire or redeem any of its membership interests issued in the merger. The LLC will issue no LLC membership interests except in exchange for the Company membership interests. The LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets held by the Company.
6. The manner and basis of converting the membership interests of the Company into ownership of the LLC are as follows:
 - a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

H 18000077559 3

14180000775593

b. The members of the Company will receive no consideration other than LLC membership rights for their membership interests.

c. At the effective date of the merger, each one percent (1%) membership interest of the Company, issued and outstanding shall be converted into one percent (1%) membership interest of the LLC. The total consideration that sole member of the Company shall therefore receive for one hundred percent (100%) membership interest of the Company shall be a continuing interest in a one hundred percent (100%) membership interest in the LLC.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the Company in accordance with Section 605.1023 of the Florida Statutes. The Members of the LLC have waived their rights to receive prior written notice of the Plan of Merger by written consents dated as of the 31st day of December, 2017. The principal office of the surviving entity is, 629 Eden Park Road, Altamonte Springs, FL 32714.

ARTICLE III - EFFECTIVE DATE

The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 31st day of December, 2017.

Lichen Court, LLC

By: Wilson Property Holdings, LLC, Manager

By: Phillip Wilson
Phillip Wilson, Manager

By: Judy R. Wilson
Judy R. Wilson, Manager

PWTWII, LLC

By: Wilson Property Holdings, LLC, Manager

By: Phillip Wilson
Phillip Wilson, Manager

By: Judy R. Wilson
Judy R. Wilson, Manager

14180000775593