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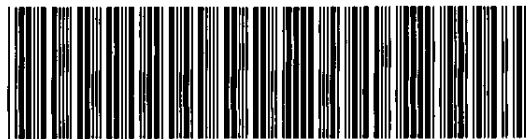
(Business Entity Name)

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Merger

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R. WHITE

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DEPARTMENT OF STATE
13 DEC 31 PM 1:58

FILED
13 DEC 31 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 945742 4312909

AUTHORIZATION :

COST LIMIT : \$60.00

ORDER DATE : December 31, 2013

ORDER TIME : 10:35 AM

ORDER NO. : 945742-005

CUSTOMER NO: 4312909

ARTICLES OF MERGER

DR WIND-DOWN INC.

INTO

DRWD, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX ____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

FILED
13 DEC 31 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
DR WIND-DOWN INC.
WITH AND INTO
DRWD, LLC

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act (the "Act"), pursuant to Section 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction for the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Florida Document Number</u>
DR Wind-Down Inc. 1225 Broken Sound Parkway NW Suite A Boca Raton, Florida 33487	Florida	P04000154954

SECOND: The exact name and jurisdiction for the surviving limited liability company are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Florida Document Number</u>
DRWD, LLC 2740 Hampton Circle East Delray Beach, FL 33445	Florida	W13000070257

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the earlier of 11:59:59 P.M. EDT on December 31, 2013 or the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Plan of Merger by the merging corporation. The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438 of the Florida Statutes and was approved by unanimous written consent of the Board of Directors of the merging corporation on December 30, 2013, and a majority of the shareholders of the merging corporation, upon recommendation by the Board of Directors, on December 30, 2013 in accordance with Chapter 607 of the Florida Statutes.

SIXTH: Adoption of Plan of Merger by the surviving limited liability company. The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438 of the Florida Statutes and was approved by the written consent of a majority of the Members and the Manager of the surviving limited liability company on December 30, 2013 in accordance with Article 608 of the Florida Statutes.

[Remainder Of Page Intentionally Left Blank]

SEVENTH: Signatures for each corporation:

Entity Names

Signature

Name of
Individual and Title

DRWD, LLC

J. Jeffrey Nouhan, Manager

DR Wind-Down Inc.

John J. Finn, Chairman

PLAN OF MERGER
TO
ARTICLES OF MERGER
OF
DR WIND-DOWN INC.
WITH AND INTO
DRWD, LLC

The following plan of merger is submitted in compliance with Sections 607.1108 and 608.438, Florida Statutes.

FIRST: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
DR Wind-Down Inc. 1225 Broken Sound Parkway NW Suite A Boca Raton, Florida 33487	Florida	P04000154954

SECOND: The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
DRWD, LLC 2740 Hampton Circle East Delray Beach, FL 33445	Florida	W13000070257

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

- (a) Assumption of Assets. All property, rights (including any rights arising under any contract or agreement), privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of DR Wind-Down Inc. shall be transferred to and vested in DRWD, LLC without further act or deed.
- (b) Assumption of Obligations. All obligations of DR Wind-Down Inc. shall become the obligations of DRWD, LLC.
- (c) Management. DRWD, LLC will be managed by a Manager in accordance with its Operating Agreement. The sole Manager of DRWD, LLC is J. Jeffrey Nouhan, 2740 Hampton Circle East, Delray Beach, Florida 33445.
- (e) Effective Date. The merger shall become effective on the earlier of 11:59:59 P.M. EDT on December 31, 2013 or the date the Articles of Merger are filed with the Florida Department of State (the "Effective Time").

FOURTH: The manner and basis of converting the shares of each domestic corporation that is a party to the merger and the partnership interests, interests, shares, obligations or other

securities of each other business entity that is a party to the merger into partnership interests, interests, shares, obligations or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire the shares of each domestic corporation that is a party to the merger and rights to acquire partnership interests, interests, shares, obligations or other securities of each other business entity that is a party to the merger into rights to acquire partnership interests, interests, shares, obligations or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property are as follows:

A. The manner and basis of converting the securities of DR Wind-Down Inc. into the securities of DR Wind-Down LLC into cash or other property are as follows:

All shares (or other evidences of ownership) of DR Wind-Down Inc. (i.e. the merging corporation) immediately prior to the Effective Time of the merger shall not be converted in any manner, but each such share (or other evidence of ownership) which is issued to or held by any shareholder of DR Wind-Down Inc. immediately prior to the Effective Time of the merger shall be surrendered and extinguished. There shall be no changes to the securities of DRWD, LLC (i.e. the surviving limited liability company), as it is understood, for the avoidance of doubt, that on the Effective Time of the merger, all of equity interests of DRWD, LLC are held, on a percentage basis, identical to the ownership of DR Wind-Down Inc. immediately prior to the merger, such that the effective ownership of DRWD, LLC is identical to the ownership of DR Wind-Down Inc. immediately prior to the merger.

B. The manner and basis of converting rights to acquire securities of DR Wind-Down Inc. into rights to acquire securities of DRWD, LLC shall not be affected by the merger.