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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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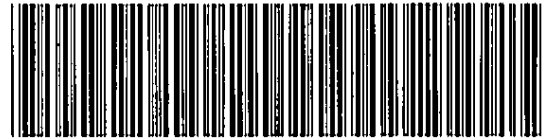
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2021 MAR -8 PM 3:55

CLERK OF STATE
TALLAHASSEE, FL

Albritton

MAY 17 2021
ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Stratus Payment Solutions, 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:

David R. Worton

Contact Person

Stratus Payment Solutions, LLC

Firm/Company

755 Grand Blvd., Ste. B-105-218

Address

Miramar Beach, FL 32250

City, State and Zip Code

dave@stratuspay.com

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

For further information concerning this matter, please call:

David R. Worton at (678) 923-4094

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

**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>
WSW Holdings, LLC	Georgia	Limited Liability Company
Stratus Payment Solutions, LLC	Florida	Limited Liability Company

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>
Stratus Payment Solutions, LLC	Florida	Limited Liability Company

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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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:

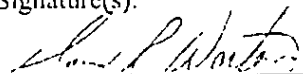

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

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:

March 4, 2021

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:
WSW Holdings, LLC		David R. Worton, Manager
Stratus Payment Solutions, LLC		David R. Worton, Manager
_____	_____	_____
_____	_____	_____

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

<u>Fees:</u>	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	<u>Certified Copy (optional):</u>	\$30.00

UNANIMOUS WRITTEN CONSENT OF
STRATUS PAYMENT SOLUTIONS, LLC

WHEREAS, The members of WSW Holdings, LLC ("WSW"), a Georgia limited liability company desire to merge with Stratus Payment Solutions, LLC ("Stratus"), a Florida limited liability company, with the merger resulting with Stratus being the surviving entity as a Florida limited liability company, and no further business operations of WSW would exist after March 4, 2021;

WHEREAS, the Member interests of each Member of WSW shall be exchanged equally for Member interests in Stratus as the surviving company

NOW, THEREFORE,

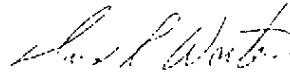
BE IT RESOLVED, that David R. Worton, John Schaeffer and Darryl Winter, as the only Members, and with each owing 33 1/3 of the member interests in Stratus, do approve the merger with WSW and with Stratus being the only surviving and operational entity as of March 4, 2021, and further that Stratus assumes all of the assets, obligations and liabilities of WSW, and no other business will be conducted under the name of WSW, and it will be dissolved;

BE IT FURTHER RESOLVED, that each Member of Stratus agrees to the exchange of the member interests of the WSW members in WSW for equal member interests in Stratus as the surviving entity;

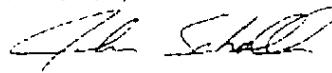
BE IT FURTHER RESOLVED, that David Worton is designated as Manager.

Executed as of the 4th day of March, 2021 by the undersigned, who constitute all of the Members of Stratus.

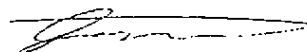
STRATUS PAYMENT SOLUTIONS, LLC,
a Florida limited liability company:



David Worton, Member



John Schaeffer, Member



Darryl Winter, Member

UNANIMOUS WRITTEN CONSENT OF
WSW HOLDINGS, LLC

WHEREAS, The members of WSW Holdings, LLC ("WSW"), a Georgia limited liability company desire to merge with Stratus Payment Solutions, LLC ("Stratus"), a Florida limited liability company, with the merger resulting with Stratus being the surviving entity as a Florida limited liability company, and no further business operations of WSW would exist after March 4, 2021;

WHEREAS, the Member interests of each Member of WSW shall be exchanged equally for Member interests in Stratus as the surviving company

NOW, THEREFORE,

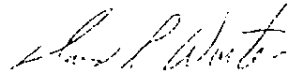
BE IT RESOLVED, that David R. Worton, John Schaeffer and Darryl Winter, as the only Members, and with each owing 33 1/3 of the member interests in WSW, do approve the merger of WSW with Stratus and with Stratus being the only surviving and operational entity as of March 4, 2021, and further that Stratus assumes all of the assets, obligations and liabilities of WSW, and no other business will be conducted under the name of WSW, and it will be dissolved;

BE IT FURTHER RESOLVED, that each Member of WSW agrees to exchange their member interests in WSW for equal member interests in Stratus as the surviving entity;

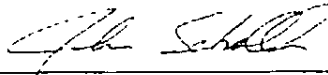
BE IT FURTHER RESOLVED, that David Worton is designated as Manager.

Executed as of the 4th day of March, 2021 by the undersigned, who constitute all of the Members of Stratus.

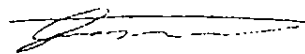
WSW HOLDINGS, LLC,
a Georgia limited liability company



David Worton, Member



John Schaeffer, Member



Darryl Winter, Member