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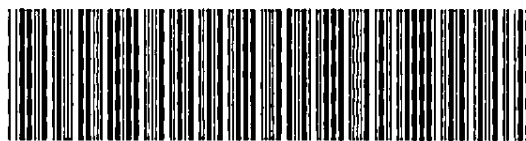
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12/21/18--01020--016 \*\*70.00

FILED  
2018 DEC 21 PM 2:00  
CLERK OF COURT  
MILWAUKEE

EFFECTIVE DATE

Dec 31, 2018

*Albritton*

JAN 05 2019

I ALBRITTON



# McRoberts Law, PLLC

Matthew S. McRoberts, Esq.

December 20, 2018

**VIA FEDEX OVERNIGHT DELIVERY**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Cir.  
Tallahassee, FL 32301

Re: **Articles of Merger for AWD Merger 1, LLC (the "Surviving Party")**

Dear Sir or Madam:

On behalf of the above-referenced companies, please find enclosed the following:

1. Articles of Merger and a Plan of Merger for the merger of United Endurance Dogs Association, Inc., a Florida corporation, with and into AWD Merger 1, LLC, a Florida limited liability company, with AWD Merger 1, LLC surviving;
2. McRoberts Law, PLLC's check number 1034 in the amount of \$70.00 representing the Filing Fee for the merger.

Please return all correspondence concerning this matter to:

Matthew S. McRoberts, Esq.  
McRoberts Law, PLLC  
5625 Strand Boulevard, Suite 508  
Naples, FL 34110

Please call me at (239) 351-2600 to discuss the enclosed.

Very truly yours,

Matthew S. McRoberts, Esq.

MSM/  
Enclosures

CC: Mr. Michael Reich (*via email w/ enclosures*)

**EFFECTIVE DATE**  
Dec 31, 2018

**FILED**  
2018 DEC 21 PM 2:00  
STATE OF FLORIDA  
DALE M. HOGAN, CLERK

**ARTICLES OF MERGER  
FOR MERGING  
UNITED ENDURANCE DOGS ASSOCIATION, INC.  
(a Florida corporation)  
WITH AND INTO  
AWD MERGER 1, LLC  
(a Florida limited liability Company)**

The following Articles of Merger are submitted to merge United Endurance Dogs Association, Inc., a Florida corporation and AWD Merger 1, LLC, a Florida limited liability company in accordance with Sections 607.1109, and 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>
United Endurance Dogs Association, Inc.	Florida	Corporation

**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>
AWD Merger 1, LLC	Florida	Limited Liability Company

**THIRD:** The attached plan of merger was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and/or 605, Florida Statutes.

**FOURTH:** The surviving party exists before the merger and is a domestic filing entity, its Articles of Organization shall continue in full force and effect

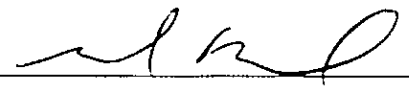
**FIFTH:** The surviving party agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.


**SIXTH:** The effective date of the Merger is December 31, 2018.

The Parties have caused these Articles of Merger to be duly executed on this 16<sup>th</sup> day of December, 2018.

**AWD MERGER 1, LLC**, a Florida limited liability company

**UNITED ENDURANCE DOGS ASSOCIATION, INC.**, a Florida corporation

By:   
Michael Reich, Its Manager

By:   
Michael Reich, Its President

**PLAN OF MERGER**  
**FOR MERGING**  
**UNITED ENDURANCE DOGS ASSOCIATION, INC.**  
(a Florida corporation)  
**WITH AND INTO**  
**AWD MERGER 1, LLC**  
(a Florida limited liability Company)

This Plan of Merger dated the \_\_\_ day of December 2018, by and between United Endurance Dogs Association, Inc., a Florida corporation (the “**Absorbed Corporation**”) and AWD Merger 1, LLC, a Florida limited liability company (the “**Surviving Company**”) is approved in accordance with Sections 607.1109, and 605.1022, 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>
United Endurance Dogs Association, Inc.	Florida	Corporation

**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>
AWD Merger 1, LLC	Florida	Limited Liability Company

**THIRD:** The terms and conditions of the Merger and manner of converting shares are as follows:

AWD Merger 1, LLC, is a limited liability company duly organized and existing under the laws of the state of Florida and is wholly owned by AWDMotorsports.Com, Inc. For federal tax purposes, the separate existence of AWD Merger 1, LLC is disregarded from that of AWDMotorsports.Com, Inc.

As of the Effective Date, as a result of the Merger, pursuant to Treas. Reg. § 1.368-2(b)(1)(iii) example (2), the following is deemed to occur: (1) United Endurance Dogs Association, Inc., merges with and into AWD Merger 1, LLC with AWD Merger 1, LLC surviving; (2) The transaction is a Type A reorganization under I.R.C. § 368(a)(1)(A) pursuant to Treas. Reg. § 1.368-2(b)(1)(iii) example (2); (3) Pursuant to example (2) in the regulations, the merger of a target corporation (UED) into a disregarded entity (AWD Merger 1) owned by Parent (AWD) to be the same as a merger of Target (UED) into Parent (AWD).

Therefore, pursuant to Treas. Reg. § 1.368-2(b)(1)(iii) example (2) and without any action on the part of the holder thereof, each share of United Endurance Dogs Association, Inc., common stock (“**UED Common Stock**”), issued and outstanding immediately prior to the Effective Date shall be changed and converted into one (1) validly issued, fully paid and non-assessable share of AWDMotorsports.Com, Inc., common stock (“**AWD Common Stock**”) as AWDMotorsport.com,

Inc. is the sole member of AWD Merger 1, LLC, a company disregarded from AWDMotorsports.Com, Inc. for federal tax purposes.

After the Effective Date, AWDMotorsports.Com, Inc. shall reflect in its stock ledger the number of shares of AWD Common Stock to which each shareholder of United Endurance Dogs Association, Inc. is entitled pursuant to the terms hereof.

**FOURTH:** The name and business address of each manager of the Surviving Company

Michael Reich

11540 Wiles Road, Unit 3

Coral Springs, FL 33076

**FIFTH:** The Effective Date of the Merger will be December 31, 2018.

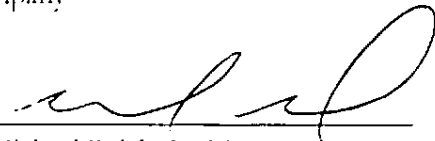
**SIXTH:** This Plan of Merger was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and/or 605, Florida Statutes.

**SEVENTH:** The Surviving Company exists before the merger and is a domestic filing entity, its Articles of Organization shall continue in full force and effect

**EIGHTH:** The Surviving Company 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.

The Parties have caused this Plan of Merger to be duly executed on this 18 day of December, 2018.

**AWD MERGER 1, LLC**, a Florida limited liability company

By:   
Michael Reich, Its Manager

**UNITED ENDURANCE DOGS ASSOCIATION, INC.**, a Florida corporation

By:   
Michael Reich, Its President