

N 17000012476

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

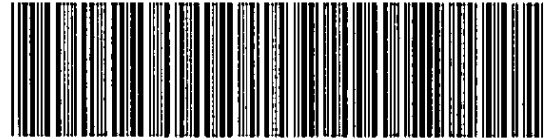
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FILED
2022 OCT 25 PM 12:20
CLERK OF THE COURT
TALLAHASSEE, FL

2/21/2023

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Focused Conservation Solutions, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Abigail Watts-FitzGerald

(Contact Person)

Watts-FitzGerald Law, PLLC

(Firm/Company)

2800 Ponce de Leon Boulevard, Suite 1400

(Address)

Coral Gables, Florida 33134

(City/State and Zip Code)

For further information concerning this matter, please call:

Abigail Watts-FitzGerald

(Name of Contact Person)

At (305) 978-8521

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF MERGER

(Not for Profit Corporations)

FILED

2022 OCT 25 PM 12:20

SECRETARY OF STATE
TALLAHASSEE, FL

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Focused Conservation Solutions, Inc.	Florida	N17000012476

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CWTG, Inc.	Florida	N2000002510 N21000002510

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 11 / 01 / 2022 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

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.

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on October 10, 2022. The number of directors in office was 5. The vote for the plan was as follows: 4 FOR 0 AGAINST One abstention

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on October 10, 2022. The number of directors in office was 5. The vote for the plan was as follows: 3 FOR 0 AGAINST two abstentions

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

Focused Conservation Solutions, Inc.

William S. Brown II

William S. Brown II, President & CEO

CWTG, Inc.

Edward J. Lewis

Edward J. Lewis, President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Focused Conservation Solutions, Inc.

Jurisdiction

Florida

The name and jurisdiction of each merging corporation:

Name

CWTG, Inc.

Jurisdiction

Florida

The terms and conditions of the merger are as follows:

Effective as of November 1, 2022, CWTG shall be merged with and into the Surviving Corporation, which will be the surviving corporation (the Merger) pursuant to the Florida Not For Profit Corporation Act. Neither of the Constituent Corporations has members so there is no necessity for a determination of the manner and basis for converting memberships of the Constituent Corporations. On the Effective Date, (i) the Articles of Incorporation, as amended, and Bylaws, as amended, of CWTG shall cease to exist, and (ii) the Articles of Incorporation and Bylaws of the Surviving Corporation shall govern the Surviving Corporation according to the applicable laws of the State of Florida.

As of the Effective Date, the persons who are members of the Board of Directors of the Surviving Corporation and officers of the Surviving Corporation shall from and after the Effective Date continue to be members of the Board of Directors and officers of the Surviving Corporation.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

None.

Other provisions relating to the merger are as follows: