# P00000091815

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CRM 4-28-15 CORPORATION SERVICE COMPANY 1201 Hays Street Tallhassee, FL 32301

Phone: 850-558-1500

ACCOUNT NO. : I2000000195

REFERENCE

4812402

AUTHORIZATION C

COST LIMIT

ORDER DATE: April 27, 2015

ORDER TIME : 11:21 AM

ORDER NO. : 604439-005

CUSTOMER NO: 4812402

#### ARTICLES OF MERGER

WMB VENTURES, INC.

INTO

NEXT GENERATION VENTURES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CONTACT PERSON: Lydia Cohen

EXAMINER'S INITIALS:

## **COVER LETTER**

TO:	Amendment Section	The state of the s
	Division of Corporations	٠٠٠ 🛪 💮
SUBJ	ECT: Next Generation Ventures, I	nc.
		ving Corporation)
		70 0
The e	nclosed Articles of Merger and fee are s	ubmitted for filing.
		7
Please	e return all correspondence concerning t	his matter to following:
	(Contact Person)	
Corp	oration Service Company	
	(Firm/Company)	<del></del>
	(Address)	
<del> </del>	(City/State and Zip Code)	
For fu	rther information concerning this matter	r, please call:
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	(Name of Contact Person)	At () (Area Code & Daytime Telephone Number)
	Contified complements for 75 (D)	
	certified copy (optional) \$8.73 (Please ser	nd an additional copy of your document if a certified copy is requested)
	STREET ADDRESS:	MAILING ADDRESS:
	Amendment Section	Amendment Section
	Division of Corporations	Division of Corporations
	Clifton Building	P.O. Box 6327
	2661 Executive Center Circle	Tallahassee, Florida 32314
	Tallahassee, Florida 32301	

# **ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of th	c <u>surviving</u> corporation:	केंद्र ज
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)
Next Generation Ventures, Inc.	Florida	P00000091815
Second: The name and jurisdiction of	each merging corporation:	4 6: 21 Fr. 034
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)
WMB Ventures, Inc.	Ohio	F05000001200
Third: The Plan of Merger is attached	1.	
Fourth: The merger shall become effect Department of State.	ective on the date the Articles of	Merger are filed with the Florida
OR 04 / 30 / 2015 (Enter a s	pecific date. NOTE: An effective date days after merger file date.)	cannot be prior to the date of filing or more
Fifth: Adoption of Merger by surviv The Plan of Merger was adopted by the		
The Plan of Merger was adopted by the December 31, 2014 and shareh	e board of directors of the surviv	<del>-</del> •
Sixth: Adoption of Merger by mergir The Plan of Merger was adopted by the	ng corporation(s) (COMPLETE OF e shareholders of the merging co	NLY ONE STATEMENT) rporation(s) on December 31, 2014
The Plan of Merger was adopted by the	e board of directors of the merginolder approval was not required.	ng corporation(s) on

(Attach additional sheets if necessary)

# Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
WMB Ventures, Inc.	Lych	Wayne M. Boich, President
Next Generation Ventures, Inc.	- Gh	Wayne M. Boich, President
	-	

# AGREEMENT AND PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

Name	<u>Jurisdiction</u>	
Next Generation Ventures, Inc.	Florida	
Second: The name and jurisdiction of each	merging corporation:	TO ASS
Name	<u>Jurisdiction</u>	Ř
WMB Ventures, Inc.	Ohio	
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**Third:** The terms and conditions of the merger are as follows:

Effective as of the effective time set forth in the Articles of Merger to be filed with the Secretary of State of Florida and in the Certificate of Merger to be filed with the Secretary of State of Ohio (the "Effective Time") WMB Ventures, Inc. (hereinafter sometimes referred to as "WMB") shall be merged with and into the Next Generation Ventures, Inc. pursuant to the Florida BCA and the Ohio Revised Code (the "Merger"). Next Generation Ventures, Inc. shall be the surviving corporation in the Merger (hereinafter sometimes referred to as the "Surviving Corporation"). At the Effective Time, the separate corporate existence of WMB shall cease, and the Surviving Corporation, to the extent permitted by applicable law, shall succeed to all of the business, properties, assets, and liabilities of WMB and shall continue as the Surviving Corporation under the laws of the State of Florida and with the name "Next Generation Ventures, Inc."

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Surviving Corporation Shares. Each of the Common Shares, \$.01 par value, of the Surviving Corporation which is issued and outstanding immediately prior to the Effective Time shall at the Effective Time remain an issued and outstanding share of Common Stock, without par value, of the Surviving Corporation and shall not be changed or converted hereby.

WMB Shares. Each of the Common Shares, without par value, of WMB which is issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the Surviving Corporation or WMB or any other person, be surrendered and shall be canceled and extinguished and shall cease to exist at the Effective Time, without any consideration being payable or deliverable to any person therefor.

#### THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

None

## <u>OR</u>

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

Fifth: Bylaws of the Surviving Corporation. The By-Laws of the Surviving Corporation as in effect immediately prior to the Effective Time shall continue in effect following the Merger, subject to amendment from time to time thereafter in accordance with the terms thereof and with applicable law.

Sixth: Directors and Officers of the Surviving Corporation. The directors and the officers of the Surviving Corporation holding office immediately prior to the Effective Time shall continue in office following the Merger, until they shall have resigned or been removed or replaced in accordance with the Certificate of Incorporation, as amended, and the By-Laws of the Surviving Corporation or otherwise in accordance with applicable law.

Seventh: The location of the principal office in Florida of the Surviving Corporation following the Merger shall be: 450 ALTON ROAD PH#2, MIAMI BEACH, FL 33139.

Eighth: The Surviving Corporation hereby consents to be sued and served with process in the State of Ohio following the Merger and hereby appoints the Secretary of State of Ohio as its agent to accept service of process in any proceeding in Ohio to enforce against the Surviving Corporation any obligation of WMB or to enforce the rights of any dissenting shareholder of WMB.

Ninth: Effect of Merger. The effect of the Merger shall be as provided in this Agreement and otherwise as provided under the applicable provisions of the laws of the State of Florida and the State of Ohio.

Tenth: Termination; Amendment. At any time prior to the filing with either the Secretary of State of Florida of articles of merger in evidence of the Merger or with the Secretary of State of Ohio of a certificate of merger in evidence of the Merger, the Merger may be abandoned and this Agreement terminated by action of the Board of Directors of either WMB or Surviving Corporation (the Constituent Corporations"), notwithstanding the approval of this Agreement by the respective Boards of Directors of Shareholders thereof. This Agreement may, to the extent permitted by the Florida BCA and the Ohio Revised Code, be amended prior to such filing by mutual agreement of the respective Boards of Directors of the Constituent Corporations.